

MARVEL

EPIC COLLECTION

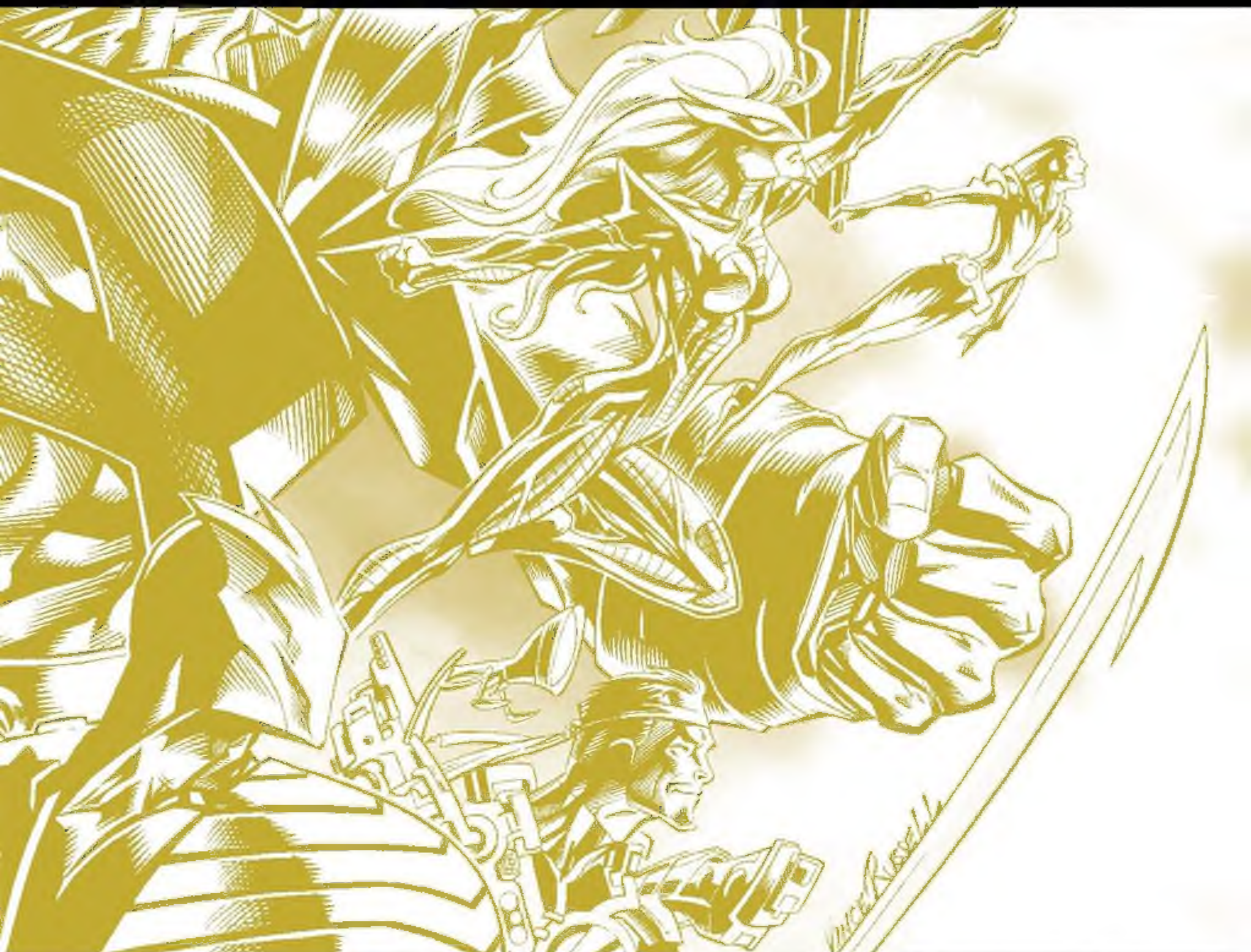
THUNDERBOLTS



JUSTICE, LIKE LIGHTNING

BUSIEK • STERN • BAGLEY • BUSCEMA

EPIC COLLECTION



THUNDERBOLTS

JUSTICE, LIKE LIGHTNING

VOLUME 1

1997-1998

THUNDERBOLTS #1-12 & ANNUAL '97, THUNDERBOLTS: DISTANT RUMBLINGS #-1,
INCREDIBLE HULK #449, SPIDER-MAN TEAM-UP #7, HEROES FOR HIRE #7
AND MATERIAL FROM TALES OF THE MARVEL UNIVERSE #1

THUNDERBOLTS

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THUNDERBOLTS #1, APRIL 1997
"JUSTICE...LIKE LIGHTNING!"

INCREDIBLE HULK #449, JANUARY 1997
**"INTRODUCING THE
THUNDERBOLTS!"**

EXCERPT FROM
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TALES OF THE MARVEL UNIVERSE,
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**"THE ORIGIN OF THE
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THUNDERBOLTS #12, MARCH 1998
"ENDGAME"

MARVEL[®]
COMICS

DOUBLE-SIZED
DEBUT
EXCITEMENT!

APR '97

1

APPROVED
BY THE
COMICS
CODE
AUTHORITY

JUSTICE, LIKE LIGHTNING...

THUNDERBOLTS

DISCOVER THE
**SHOCKING
SECRET**
BEHIND MARVEL'S
NEWEST
CHAMPIONS!



TRAGLE & VINCE RUSSELL

IT BEGINS
WITH TRAGEDY.
TRAGEDY...

...AND
FAREWELL.

JUSTICE...

THOR, CAPTAIN
AMERICA, IRON MAN,
THE FANTASTIC FOUR,
GIANT-MAN, THE WASP.
THE ROLL CALL OF THE
LOST IS EXTENSIVE AND
DEVASTATING.

IT'S
ONLY BEEN A
FEW WEEKS SINCE
EARTH'S MIGHTIEST
HEROES FACED THE
MENACE KNOWN AS
ONSLAUGHT -- FACED
IT AND SACRIFICED
THEMSELVES
TO SAVE US
ALL.

ALL OF
THAT IS TRUE --
AND ALL OF IT
WORTH
SAYING.

BUT THE
WORLD GOES
ON, AND THIS
CITY -- NEW YORK
CITY -- HAS PAID
A TERRIBLE PRICE,
EVEN BEYOND THE
LOSS OF ITS
HEROES.



THIS IS MEGAN MCLAREN, FOR WJBP-TV.

AND THE SCENE I STAND IN FRONT OF WAS ONCE A THRIVING, FRIENDLY, MIDDLE-CLASS NEIGHBORHOOD --

-- FULL OF LIFE AND HOPE, FULL OF MEN, WOMEN AND CHILDREN.

NOW, AFTER THE ATTACK OF THE SENTINELS, DIRECTED BY ONSLAUGHT, IT'S A RUIN -- A GRAVEYARD OF BODIES AND BELONGINGS, A TOMB OF HOPE.

RESCUE WORKERS HAVE BEEN SIFTING THROUGH THE WRECKAGE AS FIRES STILL RAGE -- RECOVERING THE DEAD, SECURING THE BODIES AND PROPERTY OF THE VICTIMS FOR THEIR RELATIVES --

-- AND HOPING AGAINST HOPE --
-- TO FIND SURVIVORS.

...LIKE LIGHTNING!

KURT BUSIEK WRITER MARK BAGLEY PENCILER VINCE RUSSELL INKER
COMICRAFT'S DAVE MOSCAN LETTERING JOE ROSAS COLORS TOM BREYVOORT EDITOR BOB HARRAS EDITOR IN CHIEF

BUT THE WORK GOES SLOWLY, HERE AND IN OTHER RAVAGED NEIGHBORHOODS -- AND CLEANUP ISN'T EXPECTED TO BE COMPLETED FOR MONTHS.

HELEN "HALLIE" TAKAHAMA WATCHES THE NEWS CREW FROM ACROSS THE EXpanse OF RUBBLE. IF SHE COULD REACH THEM, SHE'D BE SAFE.

BUT SHE'S STARVING...

...BUT TO REACH THEM, SHE'D HAVE TO CROSS OPEN SPACE, AND SHE'S LEARNED TO FEAR OPEN SPACE, THESE LAST FEW WEEKS. OPEN SPACE...

...AND WHAT MIGHT LURK IN THE SHADOWS.

...AND SHE'S TIRED OF HIDING FROM THE RATS, THE DOGS, THE GANGS -- AND WORSE.

SHE'S GOT TO TAKE THE CHANCE, GOT TO MAKE HER MOVE...

AHAY GOTCHA!

NO USE STRUGGLING, KIDDO. THAT'S CHLOROFORM YOU'RE WHIFFING --
-- AND IT'LL HAVE YOU OUT IN SECONDS.

THE WORLD REELS AROUND HER, AND THEN GOES DARK.

NOTHING PERSONAL, KIDDO. BUT YOU'RE ALONE, HELPLESS, AND NOBODY'LL MISS YOU.

AND THAT MAKES YOU JUST WHAT I'M LOOKING FOR!

HALLIE TAKAHAMA WAS CELEBRATING HER 15th BIRTHDAY WHEN SHE SAW HER PARENTS CRUSHED IN FRONT OF HER.

SINCE THEN, SHE'S LEARNED A LOT AND ABOUT SURVIVAL, HUMAN NATURE UNFORTUNATELY...

...HER EDUCATION'S NOT OVER.

YES, THE
HEROES SACRIFICED
THEMSELVES FOR US AND
SAVED THE WORLD ONE
LAST TIME -- BUT WHAT
OF THE OTHER MENACES
OUT THERE?

WHAT
OF THE THREATS
THAT REMAIN -- LIKE
THE SUBTERRANEAN
LAVA MEN --

-- AND
THE OTHER
RACES SAID TO
LIVE BENEATH THE
CRUST OF THE
EARTH?

"WHAT OF EXTRA-DIMENSIONAL
INVADERS, LIKE BLASTAAR, THE SELF-
STYLED 'LIVING BOMB-BURST' --"

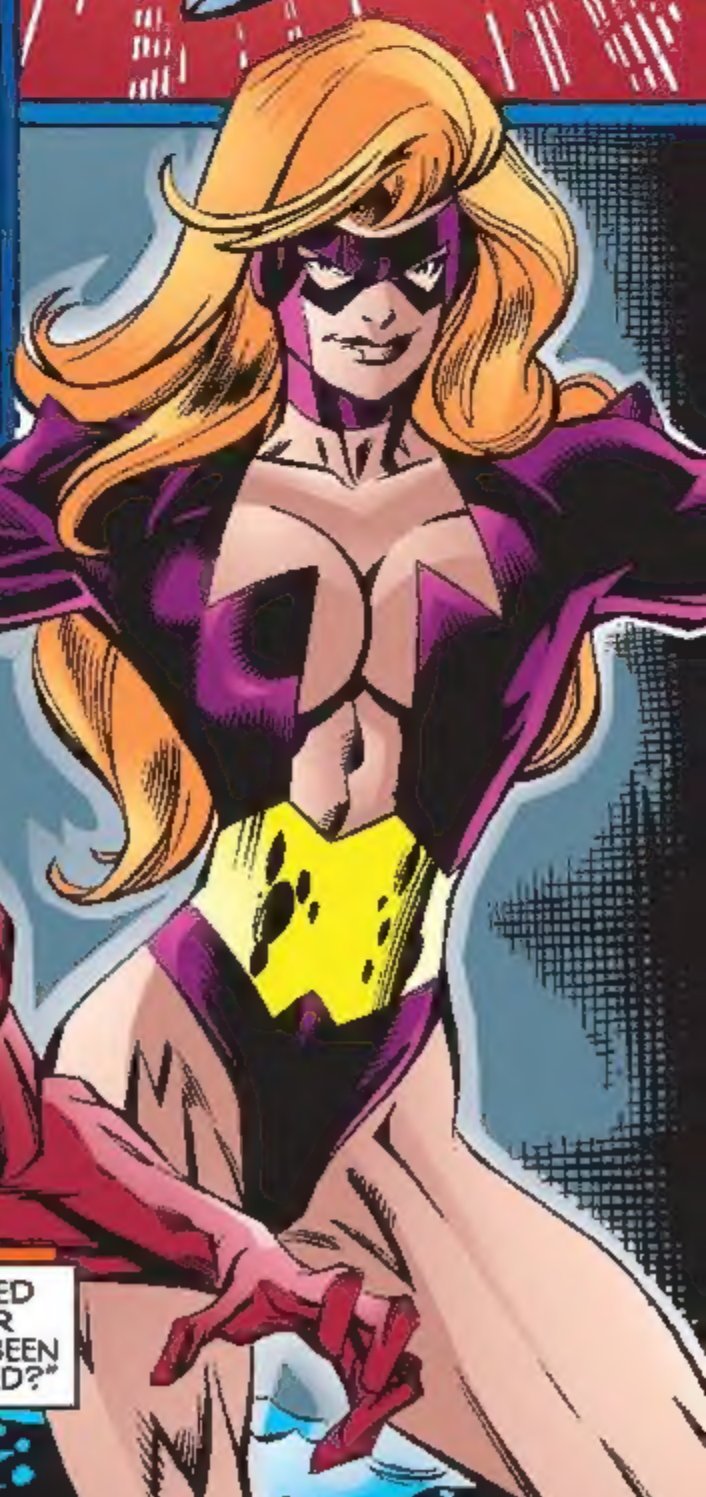


IT SEEMS LIKE
THERE'S HUNDREDS
OF THEM OUT THERE --
EVERYWHERE -- AND
THERE'S MORE EVERY
MONTH.

AND
WE'VE JUST
LOST OUR BEST
PROTECTORS.



"-- OR MORE EARTHLY
DANGERS, LIKE THE SUPER-
VILLAIN GROUP CALLED THE
FRIGHTFUL FOUR --"



"-- WHICH HAS CHANGED
ITS MEMBERSHIP OVER
THE YEARS, BUT NEVER BEEN
PERMANENTLY VANQUISHED?"





THE SUPER
HEROES WE'VE
GOT LEFT --

-- THEY'RE
PRESSED TO THE
MAX -- THEY CAN'T
HANDLE
EVERYTHING!

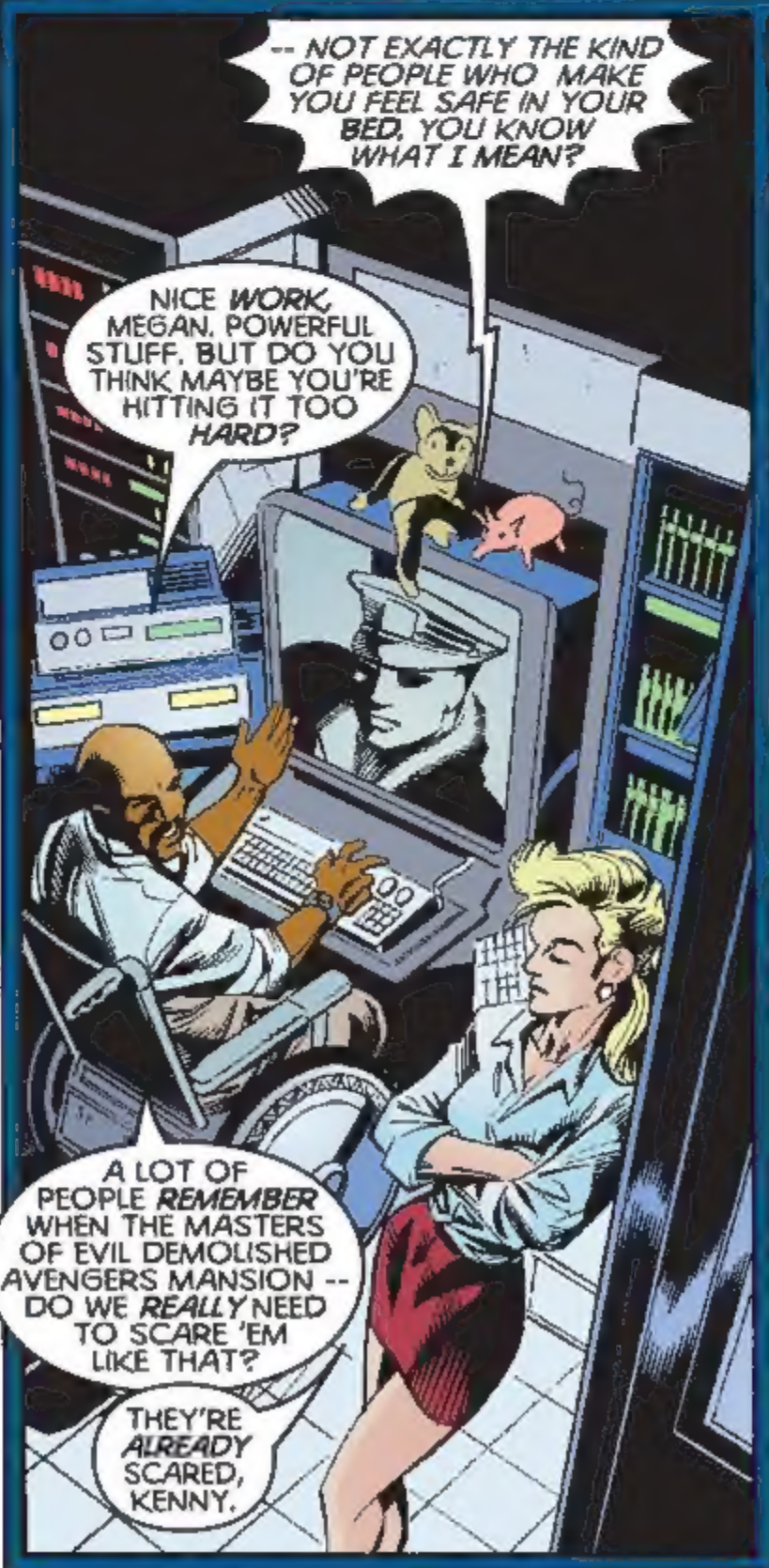
"AND WHAT OF THE
MASTERS OF EVIL, THE
VIRTUAL BATTALION OF
SUPER-CRIMINALS, MANY
OF WHOM ARE
CURRENTLY AT LARGE --"



"-- INCLUDING
THEIR LEADER,
BARON ZEMO?"

YEAH, AND
LOOK WHO WE
GOT LEFT TO
TACKLE 'EM.

MUTANT
TERRORISTS, KIDS,
OUTLAW VIGILANTES,
MONSTERS LIKE THE
HULK --



-- NOT EXACTLY THE KIND
OF PEOPLE WHO MAKE
YOU FEEL SAFE IN YOUR
BED, YOU KNOW
WHAT I MEAN?

NICE WORK,
MEGAN. POWERFUL
STUFF. BUT DO YOU
THINK MAYBE YOU'RE
HITTING IT TOO
HARD?

A LOT OF
PEOPLE REMEMBER
WHEN THE MASTERS
OF EVIL DEMOLISHED
AVENGERS MANSION --
DO WE REALLY NEED
TO SCARE 'EM
LIKE THAT?

THEY'RE
ALREADY
SCARED,
KENNY.



THEY'RE ALL SCARED,
AND THEY'RE ALL
WONDERING THE
SAME THING --



"-- WHO'S GOING
TO SAVE US NOW?"

NUMBER
ONE TO NUMBER
FOURTEEN. REPORT,
FOURTEEN.



THIS IS
FOURTEEN.
I'M ON MY
WAY IN.

GOOD,
FOURTEEN.
NOBODY
SPOTTED
YOU?

YOU'RE
JOKING,
RIGHT?



THEY'RE CALLED
THE RAT PACK.
AN ELITE PARA-
MILITARY CADRE --

-- OF
SCAVENGERS,
THIEVES AND
LOOTERS-
FOR-HIRE.

THEY ARE
ARGUABLY
THE BEST IN
THE WORLD
AT WHAT
THEY DO --



-- THOUGH THANKFULLY,
THERE'S NOT MUCH
COMPETITION.

A GOOD LOAD,
NUMBER ONE --
FURS, JEWELRY, RARE
COINS. THE COUPLE
THAT USED TO OWN
THIS STUFF ISN'T IN
ANY POSITION TO
NEED IT --

-- BUT THE
CLOSETS AND
BEDROOM WERE
LOADED.

GUY HAD
A MOUTHFUL OF
GOLD TEETH, TOO --
WANT ME TO GO
BACK?



NOTE
THE LOCATION,
FOURTEEN -- AND
WE'LL SEE HOW
THINGS GO.

BUT DON'T
FORGET -- THE
GOODIES, NICE AS
THEY ARE, ARE
OUR SECOND
PRIORITY.



OUR
EMPLOYER'S
TOLD US WE CAN
KEEP WHATEVER
WE SCAVENGE --

-- PROVIDED
WE SUPPLY HIM
WITH WHAT HE NEEDS.
TRANSPORT'S ALMOST
FULL, TOO, WITH THIS
LATEST LOAD --

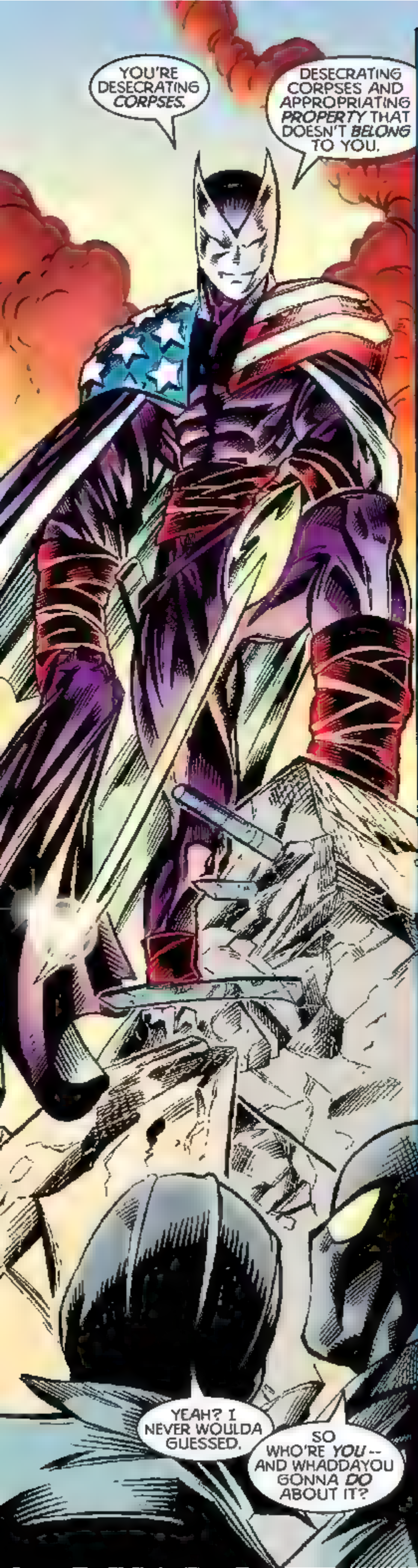
-- SO MAKE
ONE MORE SWEEP,
KEEP YOUR EYES
PEELED, AND --



GOOD
AFTERNOON.

Eh --?

WHO --?



YOU'RE
DESECRATING
CORPSES.

DESECRATING
CORPSES AND
APPROPRIATING
PROPERTY THAT
DOESN'T BELONG
TO YOU.

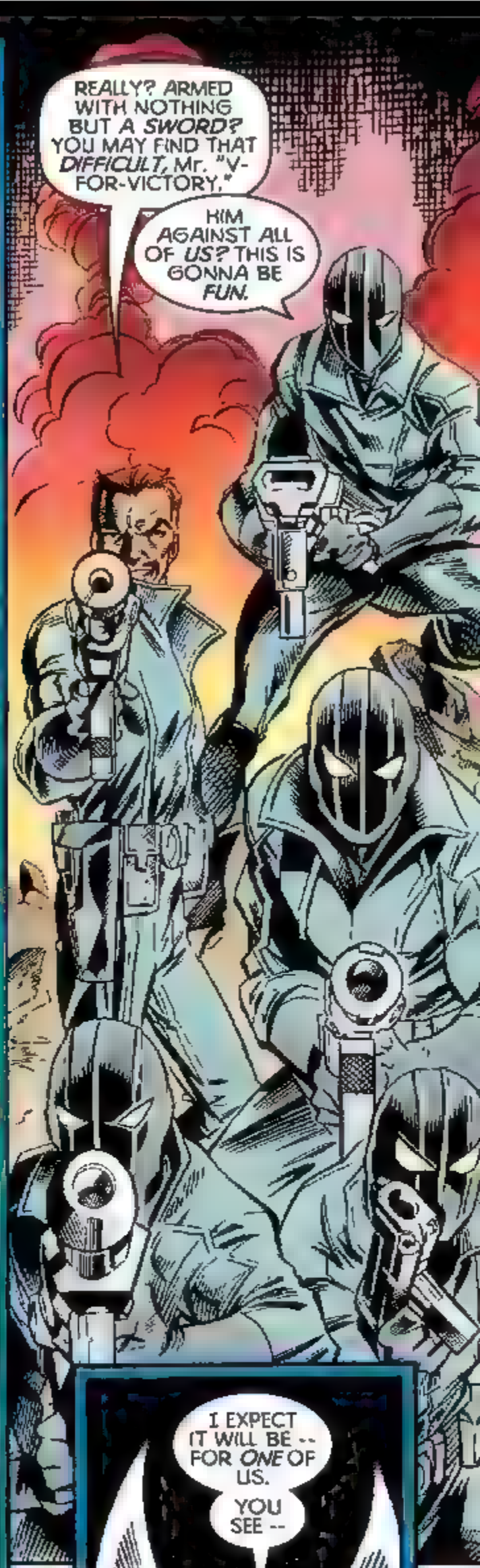
YEAH? I
NEVER WOULD'A
GUESSED.

SO
WHO'RE YOU --
AND WHADDAYOU
GONNA DO
ABOUT IT?



MY
NAME IS
CITIZEN
V --
-- THAT'S V
THE LETTER, AS IN
"V FOR VICTORY,"
NOT THE ROMAN
NUMERAL --

-- AND
I'M MAKING
A CITIZEN'S
ARREST.



REALLY? ARMED
WITH NOTHING
BUT A SWORD?
YOU MAY FIND THAT
DIFFICULT, Mr. "V-
FOR-VICTORY."

HIM
AGAINST ALL
OF US? THIS IS
GONNA BE
FUN.



I EXPECT
IT WILL BE --
FOR ONE OF
US.
YOU
SEE --



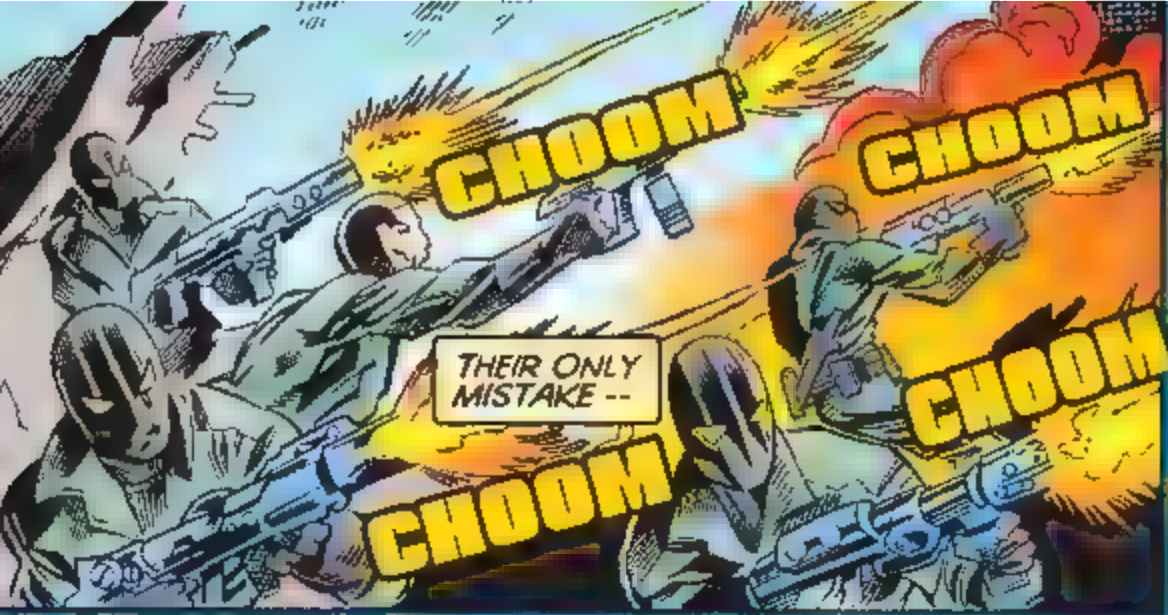
-- I
DIDN'T COME
ALONE!

ALLOW ME
TO INTRODUCE
YOU TO --

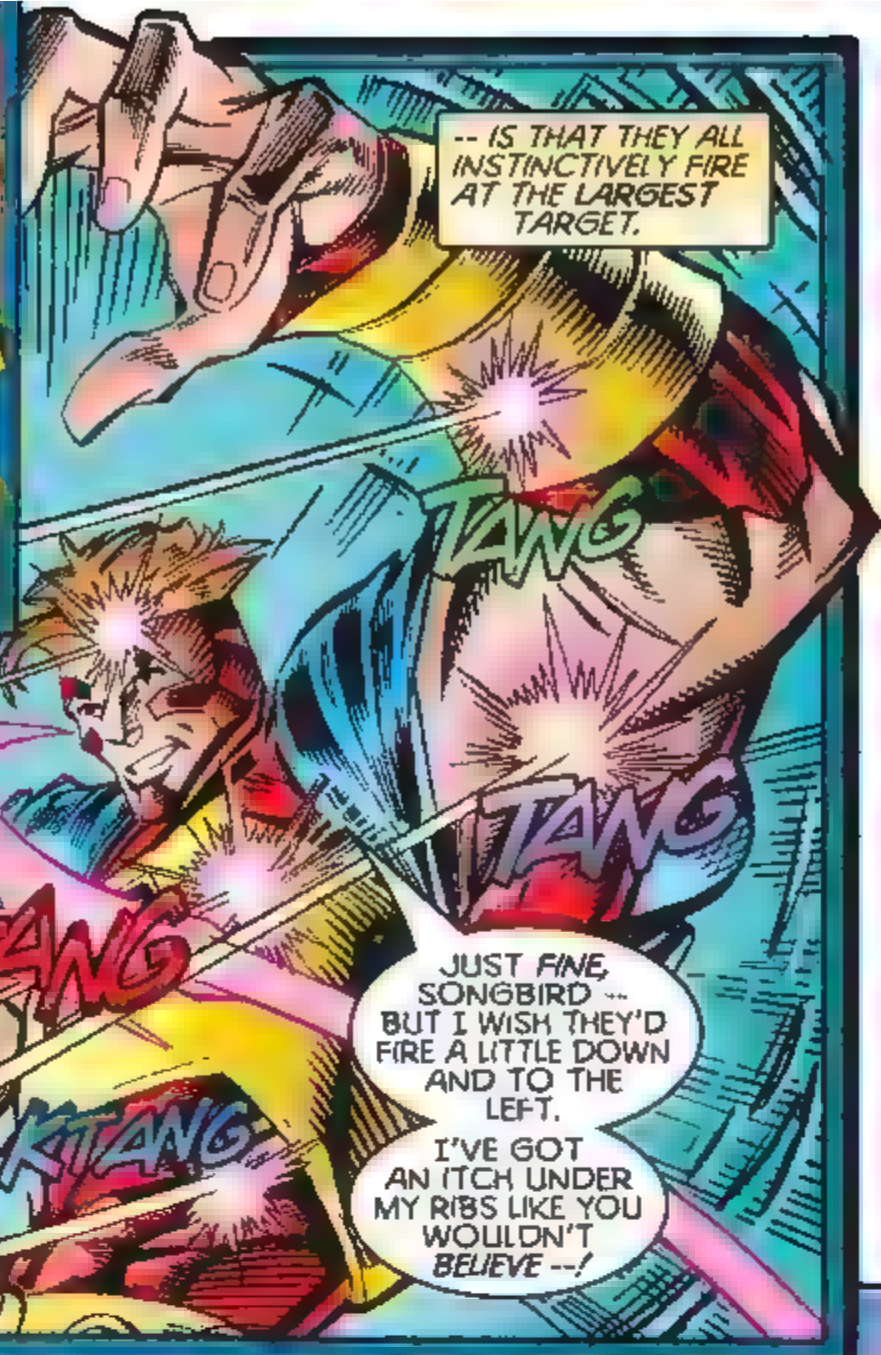
THE THUNDERBOLTS!

THE RAT PACK ARE
PROFESSIONALS.

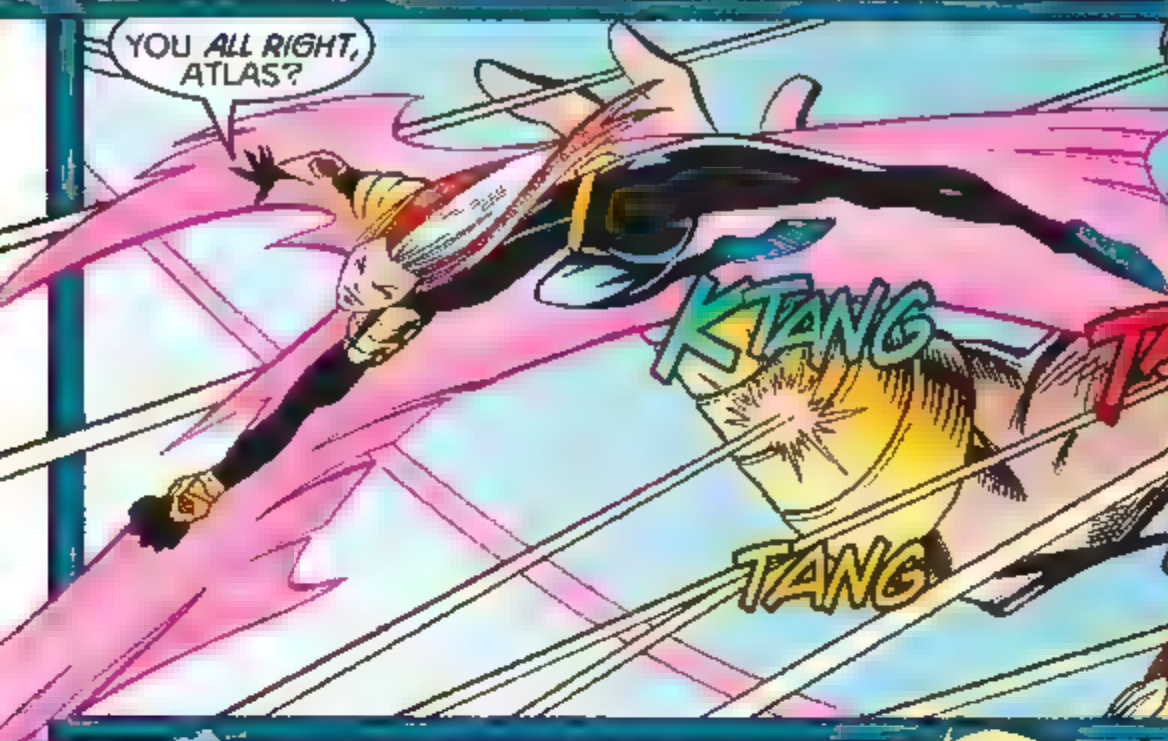
THE SUDDEN ARRIVAL OF
MORE OPPONENTS ONLY
DISORIENTS THEM FOR A
MOMENT BEFORE THEY'RE
BRINGING THEIR WEAPONS
TO BEAR.



THEIR ONLY MISTAKE --



-- IS THAT THEY ALL INSTINCTIVELY FIRE AT THE LARGEST TARGET.



YOU ALL RIGHT, ATLAS?

JUST FINE, SONGBIRD -- BUT I WISH THEY'D FIRE A LITTLE DOWN AND TO THE LEFT. I'VE GOT AN ITCH UNDER MY RIBS LIKE YOU WOULDN'T BELIEVE --!



THIS IS IT? I'VE GOT TO ADMIT -- THEY DON'T LOOK LIKE MUCH.

NOT ENOUGH OF THEM FOR YOU, MACH-1?

REALLY, METEORITE, THERE CAN'T BE MORE THAN A COUPLE OF DOZEN OF THEM! THAT'S SCARCELY ENOUGH FOR ME ALONE!

ENOUGH BRAGGADOCIO, THUNDERBOLTS! WE'VE MADE OUR INTRODUCTIONS ALREADY --

-- SO LET'S SHOW THESE GENTLEMEN JUST WHAT WE CAN DO!

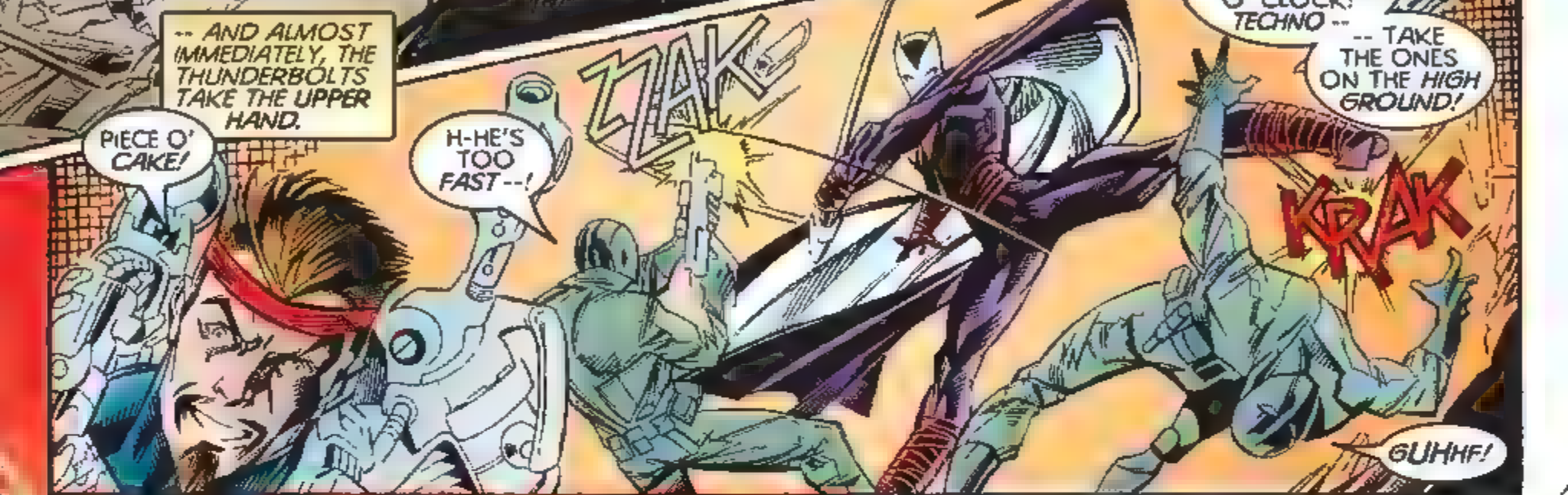


IN MOMENTS, THE BATTLE IS JOINED --

LUCKY FOR YOU WE'RE THE GOOD GUYS, FOLKS --

-- OR I WOULDN'T BE FIRING MERCY BULLETS!

UHH!



-- AND ALMOST IMMEDIATELY, THE THUNDERBOLTS TAKE THE UPPER HAND.

PIECE O' CAKE!

H-HE'S TOO FAST--!

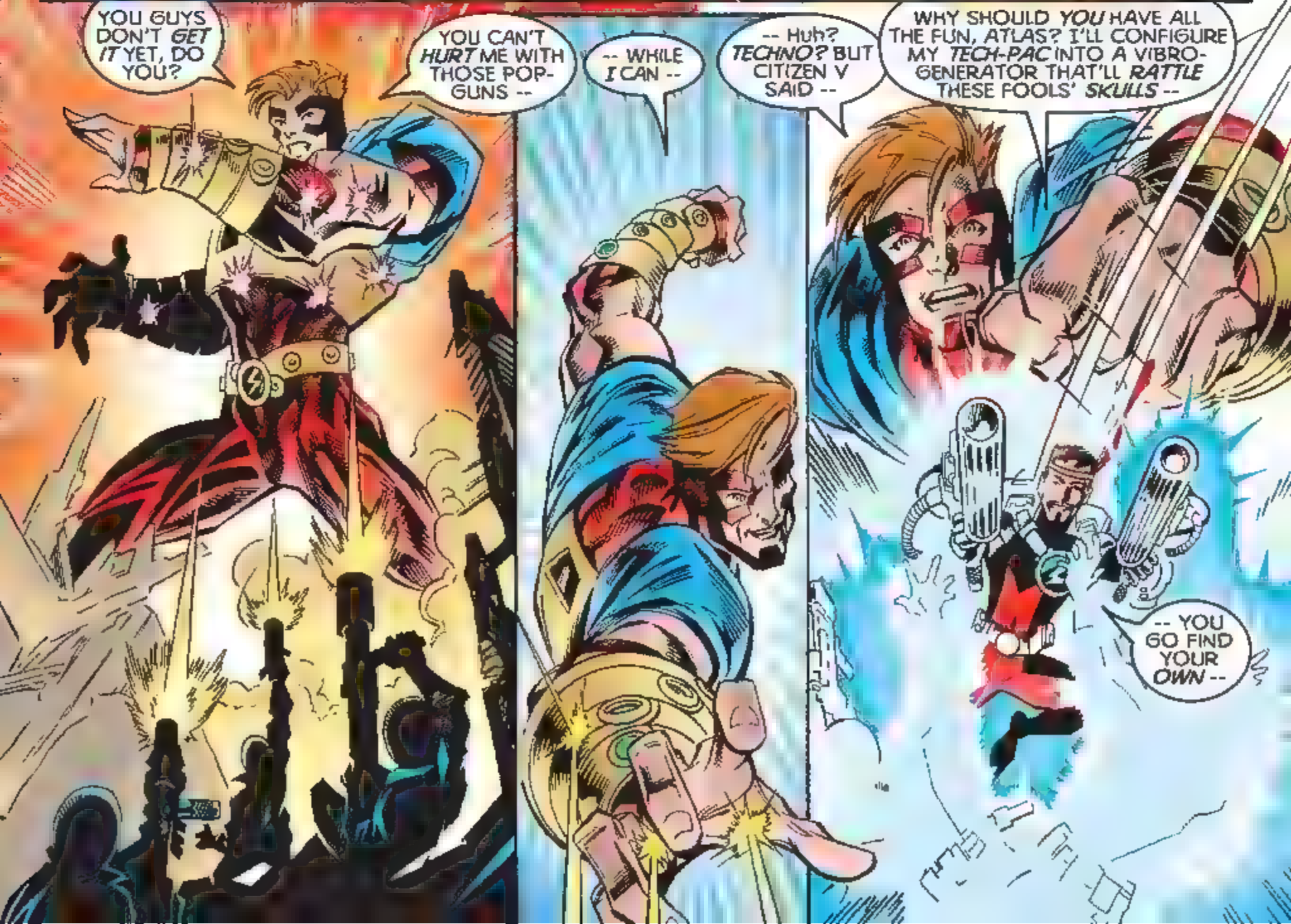
ZZAK!

ATLAS! THERE'S A NEST OF THEM AT NINE O' CLOCK! TECHNO --

-- TAKE THE ONES ON THE HIGH GROUND!

KRAK

GUHHE!



YOU GUYS DON'T GET IT YET, DO YOU?

YOU CAN'T HURT ME WITH THOSE POP-GUNS --

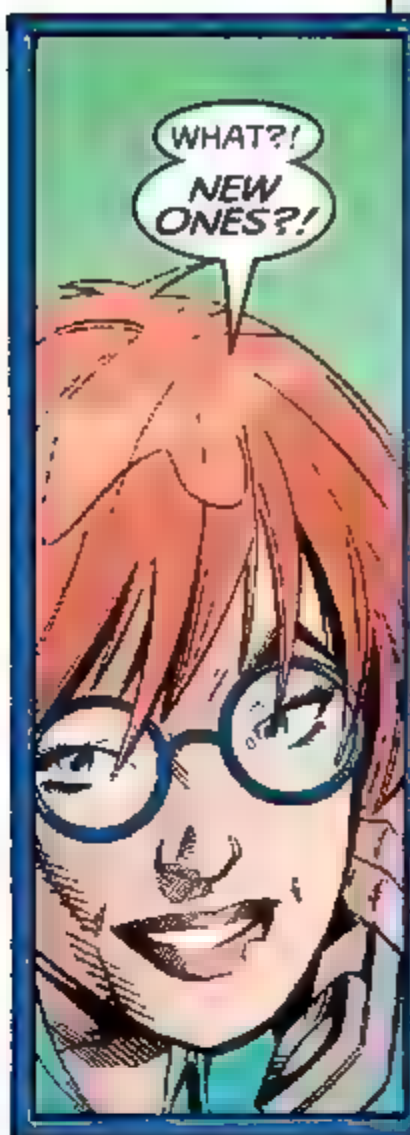
-- WHILE I CAN --

-- Huh? TECHNO? BUT CITIZEN V SAID --

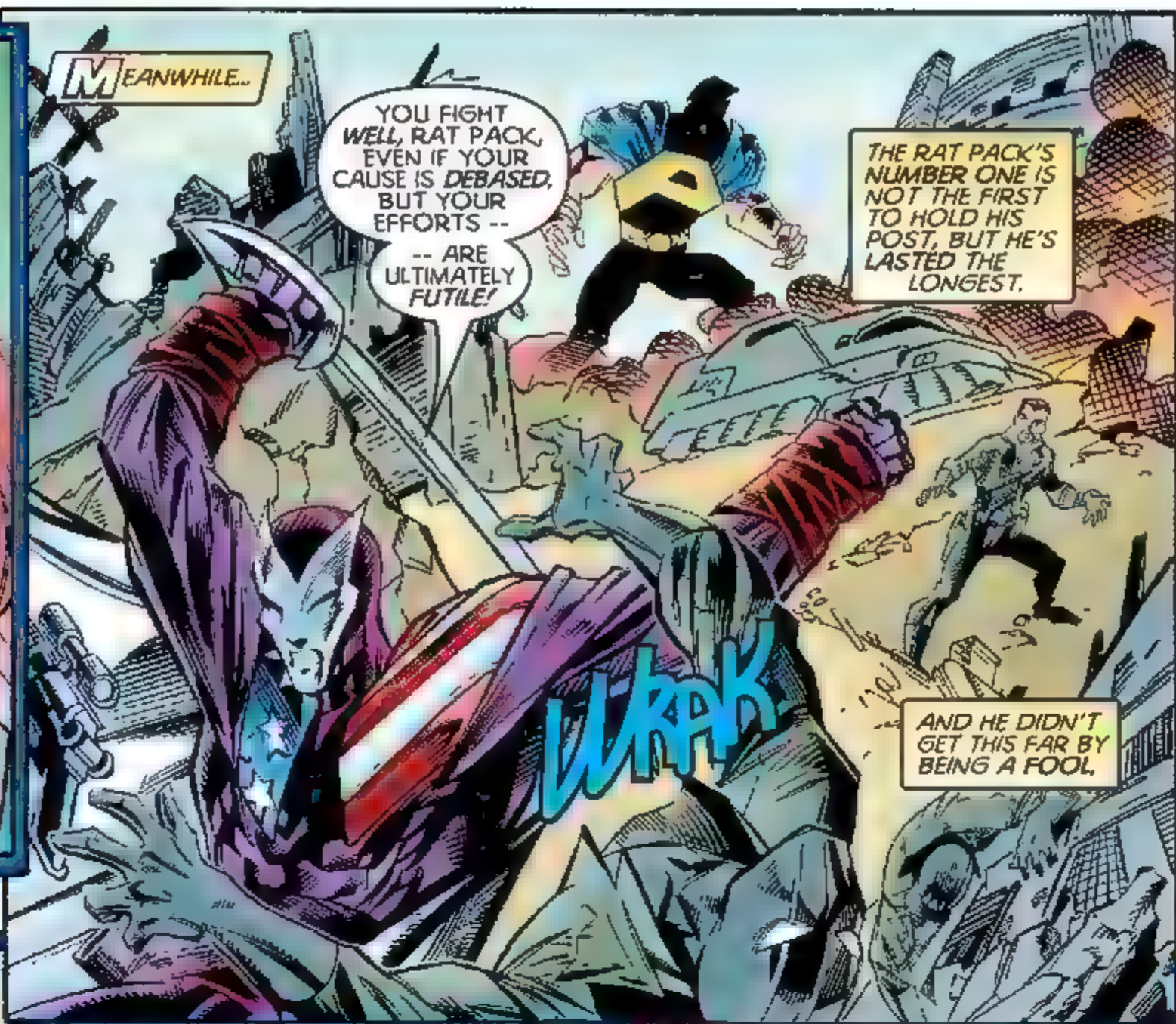
WHY SHOULD YOU HAVE ALL THE FUN, ATLAS? I'LL CONFIGURE MY TECH-PAC INTO A VIBRO-GENERATOR THAT'LL RATTLE THESE FOOLS' SKULLS --

-- YOU GO FIND YOUR OWN --





WHAT?!
NEW
ONES?!

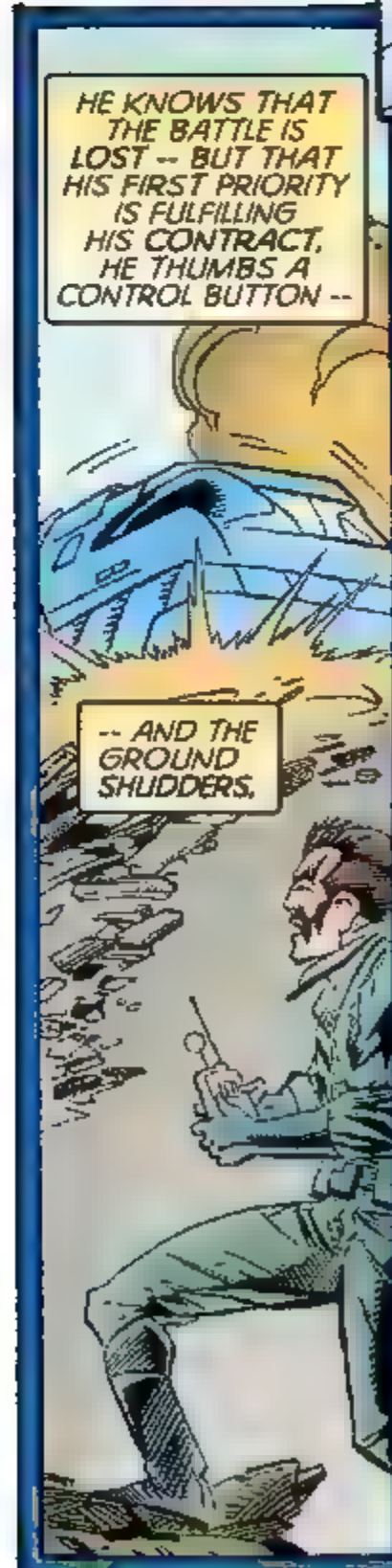


MEANWHILE...

YOU FIGHT
WELL, RAT PACK,
EVEN IF YOUR
CAUSE IS *DEBASED*,
BUT YOUR
EFFORTS --
-- ARE
ULTIMATELY
FUTILE!

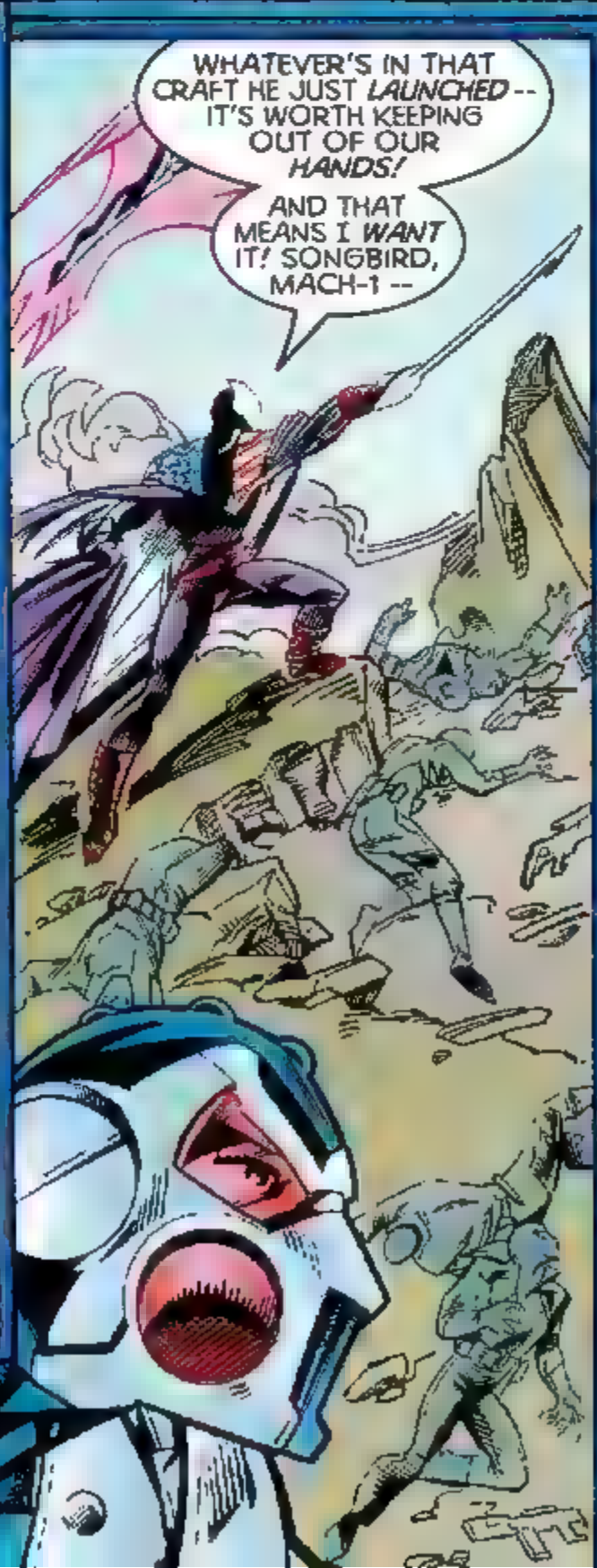
THE RAT PACK'S
NUMBER ONE IS
NOT THE FIRST
TO HOLD HIS
POST, BUT HE'S
LASTED THE
LONGEST.

AND HE DIDN'T
GET THIS FAR BY
BEING A FOOL.



HE KNOWS THAT
THE BATTLE IS
LOST -- BUT THAT
HIS FIRST PRIORITY
IS FULFILLING
HIS CONTRACT.
HE THUMBS A
CONTROL BUTTON --

-- AND THE
GROUND
SHUDDERS.



WHATEVER'S IN THAT
CRAFT HE JUST LAUNCHED --
IT'S WORTH KEEPING
OUT OF OUR
HANDS!
AND THAT
MEANS I WANT
IT! SONGBIRD,
MACH-1 --



"...BRING IT
BACK!"

WE'RE ON IT,
BOSS-MAN! AND
BELIEVE ME, IT'S
NOT GETTING
AW--

AAIRGKH!

E-ELECTRICAL
D-DIS-RUP-
TORS!

THE WOMAN CALLED
SONGBIRD SCREAMS.
IN FACT, SHE'S BEEN
SCREAMING ALL ALONG.

BUT IT'S NOT A SCREAM
OF TERROR, OR EVEN
RAGE. IT'S A LOW-LEVEL
SUBSONIC TRILL -- AND
AS SHE MODIFIES IT --

-- IT INTERACTS WITH
THE CIRCUITRY OF
THE SOPHISTICATED
MANTLE SHE WEARS --

-- TO PRODUCE A
SPHERE OF SOLID
SOUND THAT SHIELDS
MACH-1 AS EFFECTIVELY
AS HER SOUND-
GENERATED WINGS
KEEP HER ALOFT.

Oh,
MAN! I OWE
YOU, SONGBIRD!

ARE --
ARE YOU
OKAY?

I'M FINE -- NOW, MY
SYSTEMS ARE ALREADY
REBOOTING.

NOW TURN
ME LOOSE,
WILLYA --

-- SO
I CAN GIVE
THOSE SLIMY
S.O.B.'S A LITTLE
SOMETHING
IN RETURN!

WHAT --?
NO!

THE MISSILES EXPLODE
IN A CLOUD OF
ANESTHETIC GAS --

-- AND THE PACK
MEMBERS FALL.

NOT THAT THE REST
OF THEIR NUMBER IS
DOING MUCH BETTER.

NUMBER ONE'S
DISCHARGED HIS
PRIMARY
OBLIGATION --
AND CAN NOW
TURN HIS
THOUGHTS
TO ESCAPE.

BUT NOT
ALONE --
NOT IF HE
CAN HELP
IT.

HIS MEN ARE
UNCONSCIOUS,
HURT OR ON THE
RUN, BUT A GOOD
COMMANDER
DOES NOT
ABANDON HIS
MEN, NOT IF IT
CAN BE AVOIDED.

THERE MUST BE SOME
WAY, HE THINKS --
SOME WAY HE CAN
CREATE A DIVERSION,
TO GIVE HIS MEN A
CHANCE TO --

AGAIN, GOOD
AFTERNOON.

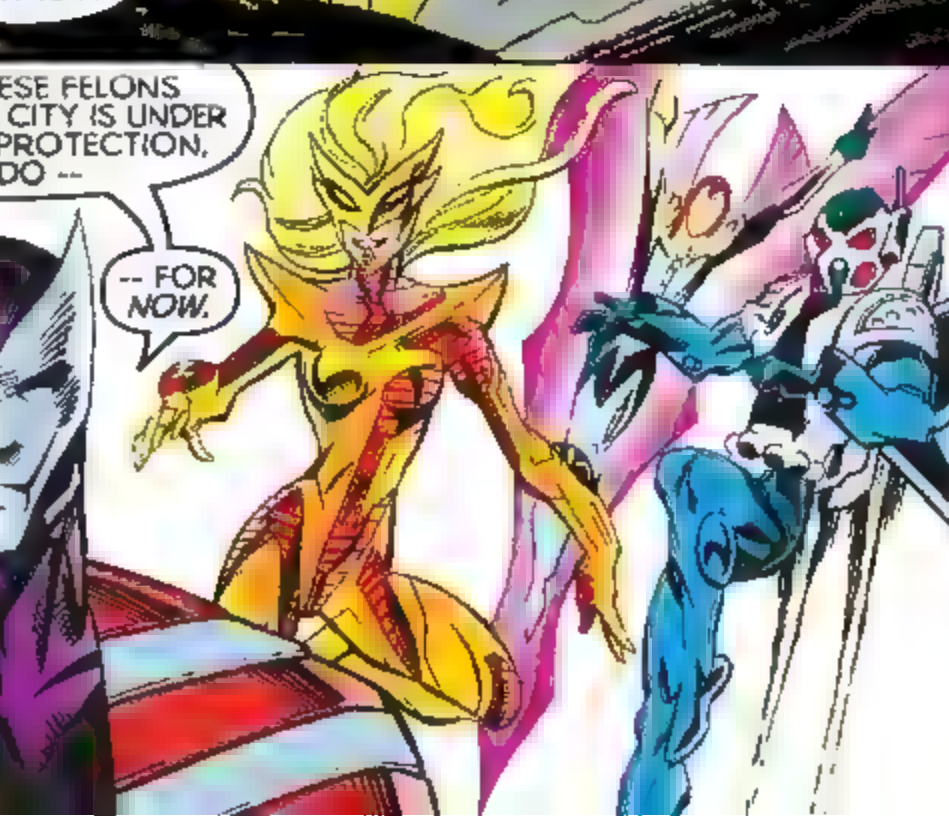
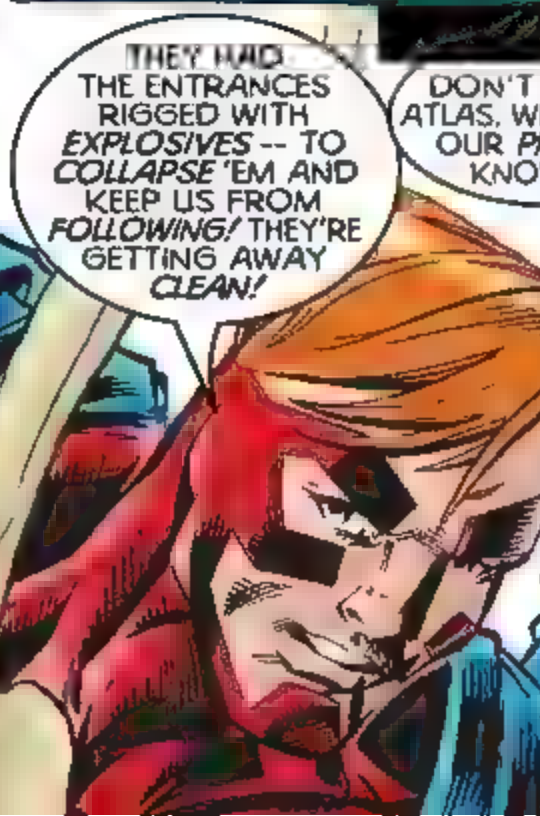
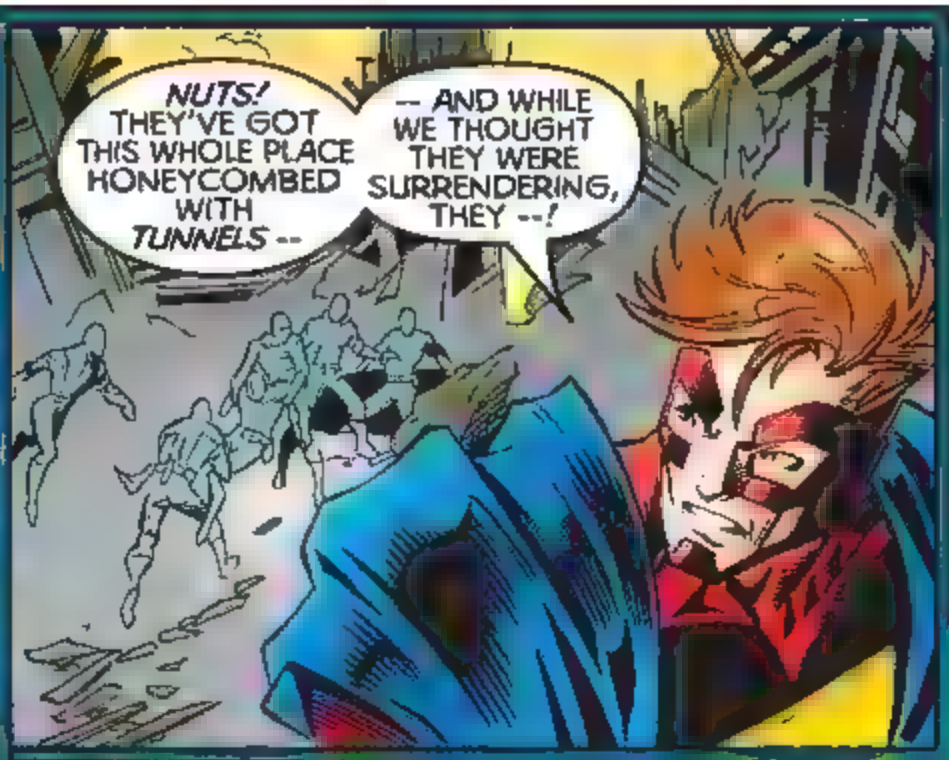
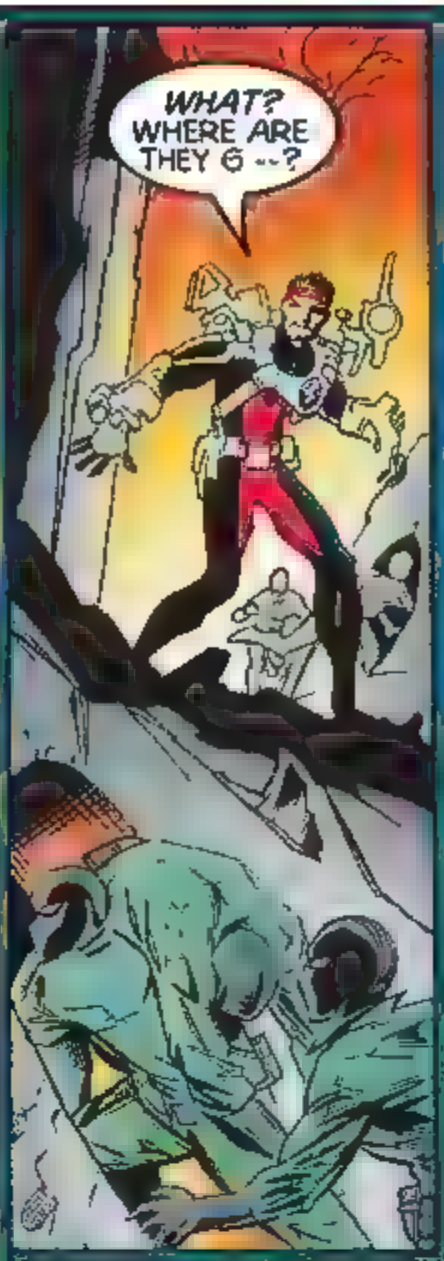
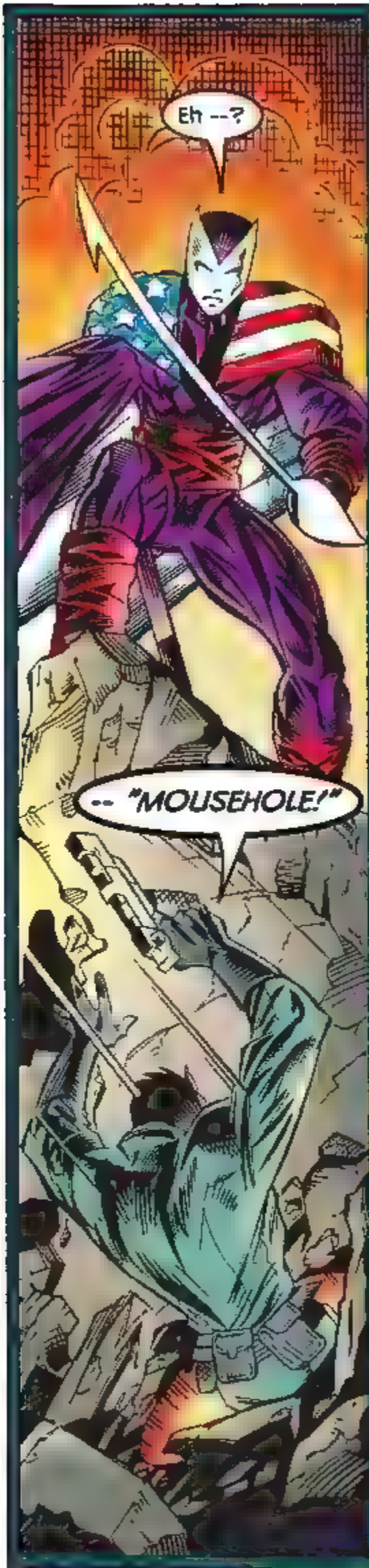
YOUR
POSITION IS
UNTENABLE,
NUMBER ONE,
AND YOUR
PROSPECT
BLEAK.

MIGHT I
SUGGEST THE TIME
HAS COME FOR
AN HONORABLE
SURRENDER?

→SIGH→

YOU'RE
RIGHT, YOU'RE
RIGHT, YOU
BEAT US
SQUARE. I'LL
BRING THE
BOYS IN.

RAT
PACK --



SIRENS ARE HEARD IN THE DISTANCE, GETTING LOUDER AS THEY APPROACH. BUT WITHOUT ANY CAPTIVES TO TURN OVER TO THE POLICE, THE THUNDERBOLTS SEE NO POINT IN WAITING FOR THEM.

AND SOON, ON THE EDGE OF ONE OF THE RAVAGED NEIGHBORHOODS, IN A BLOCK OF BUILDINGS ABANDONED DUE TO STRUCTURAL DAMAGE...

I STILL CAN'T BELIEVE IT --

-- OUT OF ALL OF MANHATTAN, WE HAVE TO SET UP IN A PIT LIKE THIS!

YOU DON'T SEE ANY OTHER SUPER-TEAMS LIVING IN GARBAGE DUMPS, DO YOU?

COME ON -- THERE'S HIDDEN BASES BUILT BY THE GREEN GOBLIN AND Dr. OCTOPUS ALL OVER THE CITY --

-- WHY DON'T WE JUST --

WE DON'T HAVE THE FUNDING TO MAINTAIN A HIGH TECH BASE, TECHNO --

-- AND WE ARE NOT GOING TO HIDE IN ABANDONED SUBWAYS OR WAREHOUSES.

WHAT MATTERS IS OUR MISSION. AND THIS IS FINE FOR THOSE PURPOSES.

BUT WE COULD --

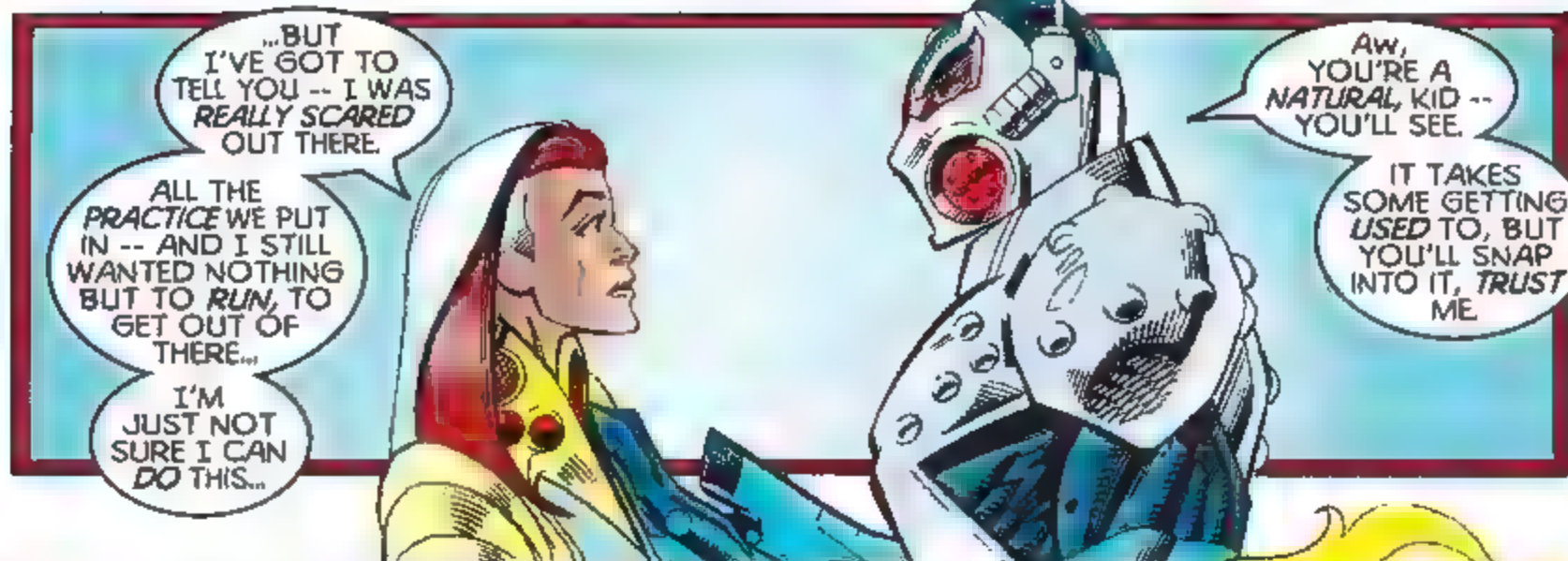
CITIZEN V SAYS NOTHING --

AND, NEARBY...

Uh, LOOK, SONGBIRD -- I WANT TO THANK YOU FOR SAVING MY BUTT OUT THERE...

I'M -- GLAD I COULD HELP, MACH-1...

-- BUT THE LOOK HE GIVES TECHNO IS ENOUGH TO MAKE THE OTHER MAN FALL SILENT.



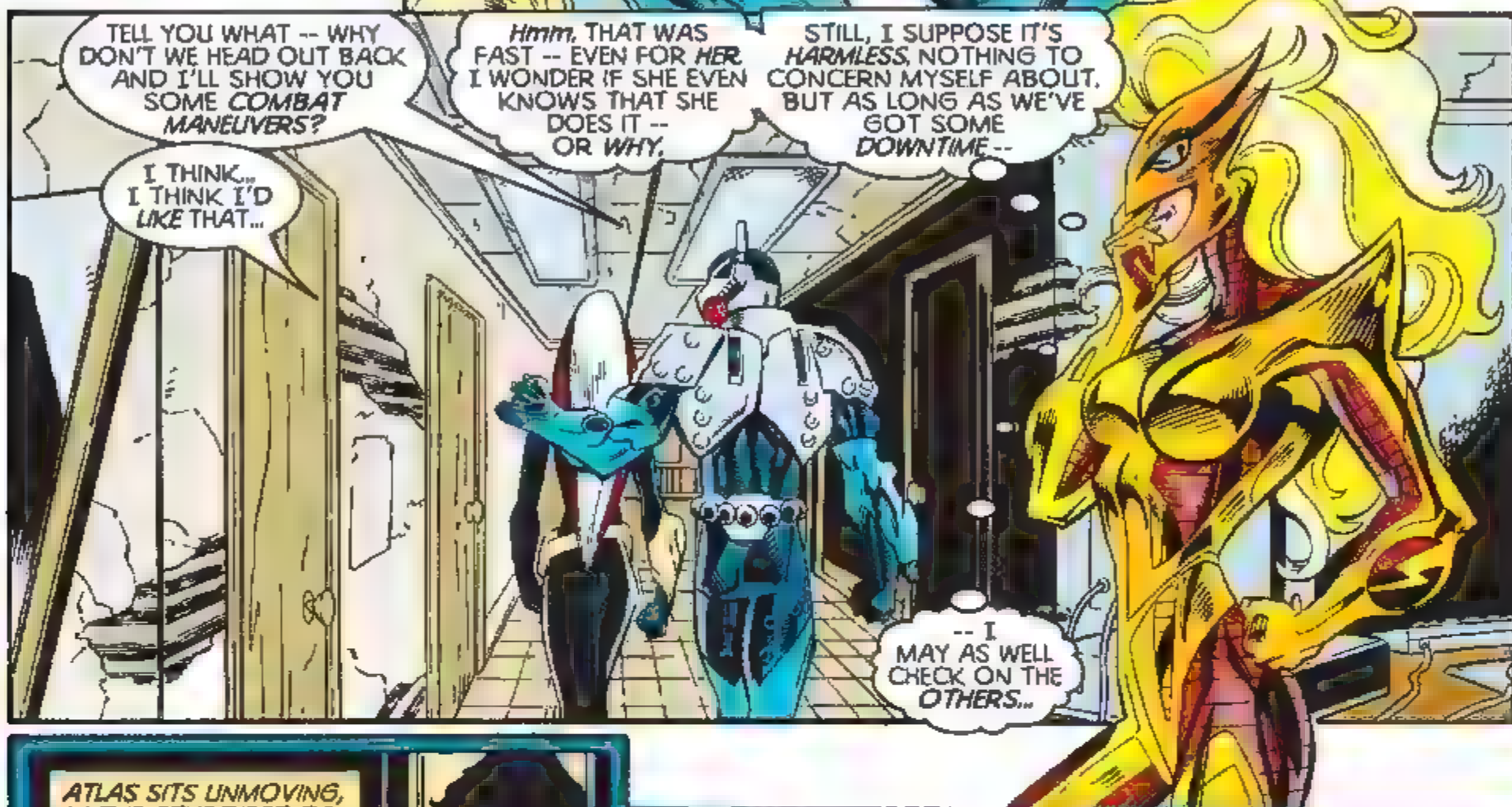
"...BUT
I'VE GOT TO
TELL YOU -- I WAS
REALLY SCARED
OUT THERE.

ALL THE
PRACTICE WE PUT
IN -- AND I STILL
WANTED NOTHING
BUT TO RUN, TO
GET OUT OF
THERE...

I'M
JUST NOT
SURE I CAN
DO THIS...

Aw,
YOU'RE A
NATURAL, KID --
YOU'LL SEE.

IT TAKES
SOME GETTING
USED TO, BUT
YOU'LL SNAP
INTO IT, TRUST
ME.



TELL YOU WHAT -- WHY
DON'T WE HEAD OUT BACK
AND I'LL SHOW YOU
SOME COMBAT
MANEUVERS?

I THINK...
I THINK I'D
LIKE THAT...

Hmm, THAT WAS
FAST -- EVEN FOR HER.
I WONDER IF SHE EVEN
KNOWS THAT SHE
DOES IT --
OR WHY.

STILL, I SUPPOSE IT'S
HARMLESS, NOTHING TO
CONCERN MYSELF ABOUT.
BUT AS LONG AS WE'VE
GOT SOME
DOWNTIME --

-- I
MAY AS WELL
CHECK ON THE
OTHERS...



ATLAS SITS UNMOVING,
IN THE STURDIEST OF
THE FURNITURE THEY
SCAVENGED FROM THE
WRECKAGE. METEORITE
WATCHES FOR A FEW
MOMENTS, THEN --

SOMETHING
WRONG?

NAH, IT'S
JUST --

-- Aw, YOU
KNOW WHAT IT IS.
IT'S TECHNO, HIS HOT-
DOGGING OUT THERE
COULD HAVE GOTTEN
BOTH OF US
KILLED.



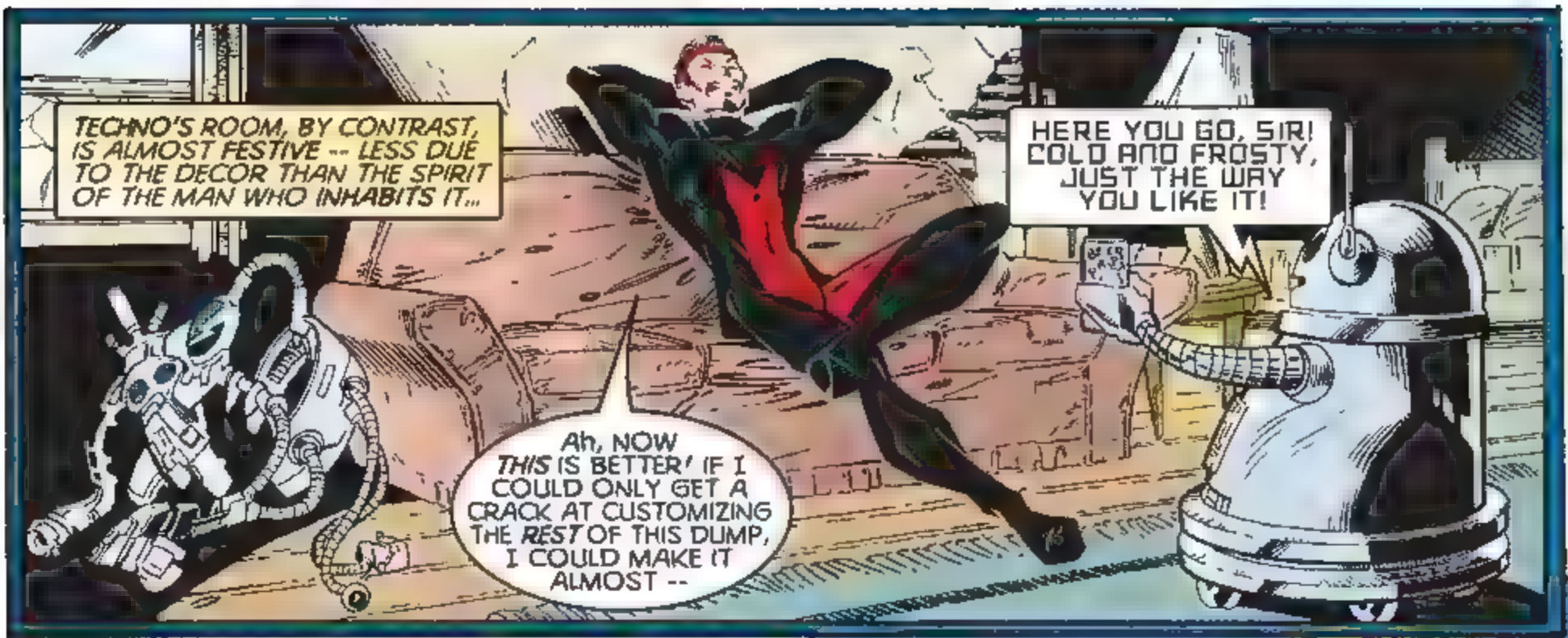
I'M A CHAIN-OF-COMMAND
GUY, METEORITE. I'VE BEEN
ONE SINCE MY MILITARY
DAYS --

-- AND I
DON'T LIKE NO
BEING ABLE
TO DEPEND ON
THE OTHERS IN
MY SQUAD.

WHY DON'T
YOU LET CITIZEN
V AND ME TAKE
CARE OF THAT,
ATLAS. ALL YOU
HAVE TO DO IS
FOCUS ON
THE JOB --



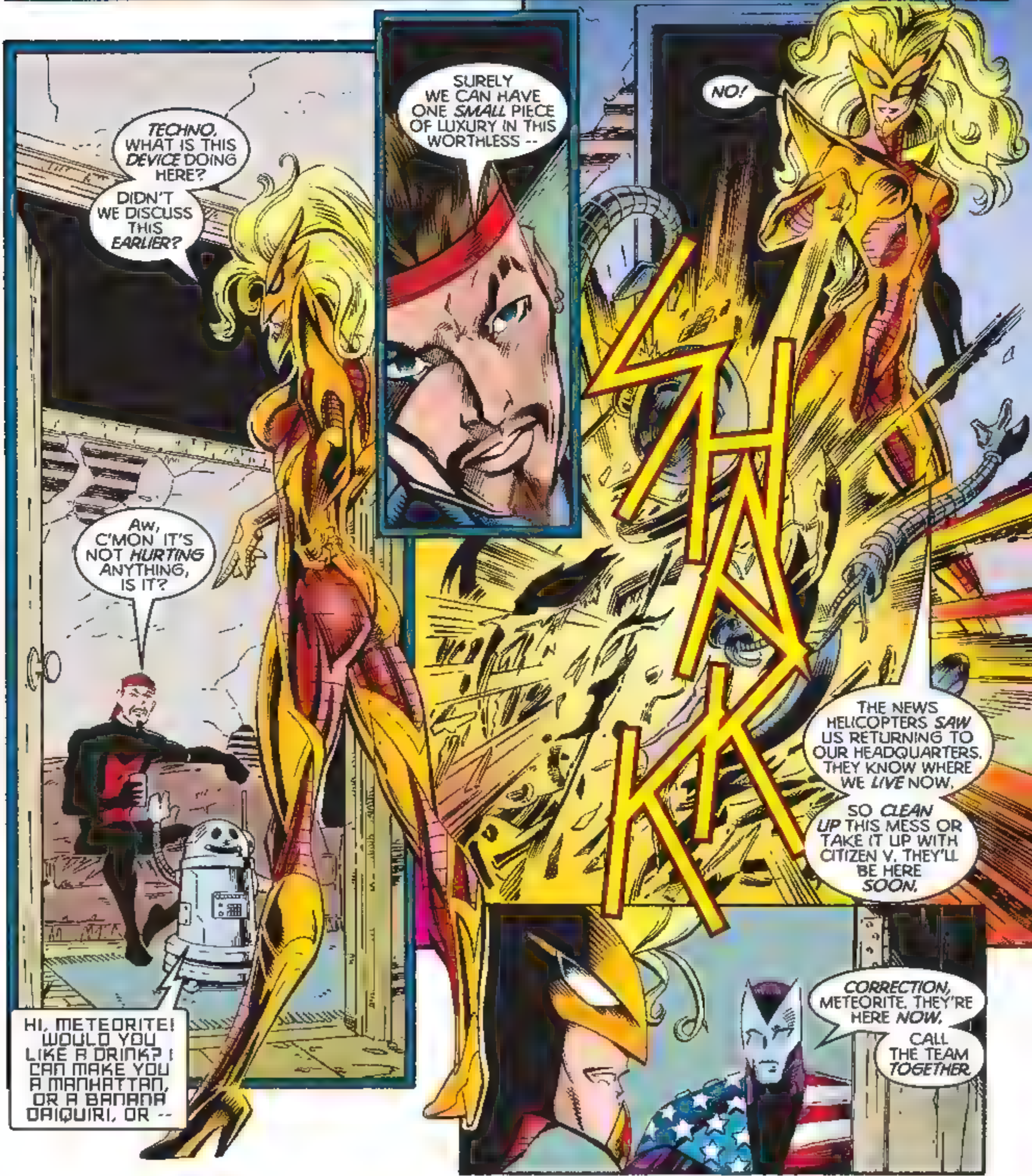
-- AND
WE'LL TAKE CARE
OF THE BIG
PICTURE.



TECHNO'S ROOM, BY CONTRAST, IS ALMOST FESTIVE -- LESS DUE TO THE DECOR THAN THE SPIRIT OF THE MAN WHO INHABITS IT...

HERE YOU GO, SIR! COLD AND FROSTY, JUST THE WAY YOU LIKE IT!

Ah, NOW THIS IS BETTER! IF I COULD ONLY GET A CRACK AT CUSTOMIZING THE REST OF THIS DUMP, I COULD MAKE IT ALMOST --



TECHNO, WHAT IS THIS DEVICE DOING HERE?

DIDN'T WE DISCUSS THIS EARLIER?

Aw, C'MON IT'S NOT HURTING ANYTHING, IS IT?

SURELY WE CAN HAVE ONE SMALL PIECE OF LUXURY IN THIS WORTHLESS --

NO!

THE NEWS HELICOPTERS SAW US RETURNING TO OUR HEADQUARTERS. THEY KNOW WHERE WE LIVE NOW.

SO CLEAN UP THIS MESS OR TAKE IT UP WITH CITIZEN V. THEY'LL BE HERE SOON.

HI, METEORITE! WOULD YOU LIKE A DRINK? I CAN MAKE YOU A MANHATTAN, OR A BANANA DAIQUIRI, OR --

CORRECTION, METEORITE. THEY'RE HERE NOW, CALL THE TEAM TOGETHER.



TO BEGIN, WE ARE THE THUNDERBOLTS, IN CASE YOU HADN'T HEARD EARLIER. NO, WE DON'T HAVE ANY GOVERNMENT CONNECTIONS --

-- AND I WOULDN'T CALL US HEROES MYSELF. WE'RE MERELY VOLUNTEERS, TRYING TO DO OUR BEST IN A TROUBLED WORLD.

YES, I'M THE GRANDSON OF THE ORIGINAL CITIZEN V, WHO FOUGHT FASCISM DURING WORLD WAR II. I HOPE I CAN DO HALF AS WELL AS MY GRANDFATHER DID.

AND, TO INTRODUCE THE OTHERS, FROM LEFT TO RIGHT, THEY'RE --

-- TECHNO, WHOSE MENTALLY-CONTROLLED TECH-PAC AFFORDS HIM ACCESS TO AN ARSENAL OF THOUSANDS OF WEAPONS --

-- MACH-1, WHO COMBINES MANEUVERABILITY WITH SHATTERING FIREPOWER --

-- SONGBIRD, WHOSE VOICE WORKS WONDERS --

ATLAS, THE TEAM'S POWER-HOUSE --

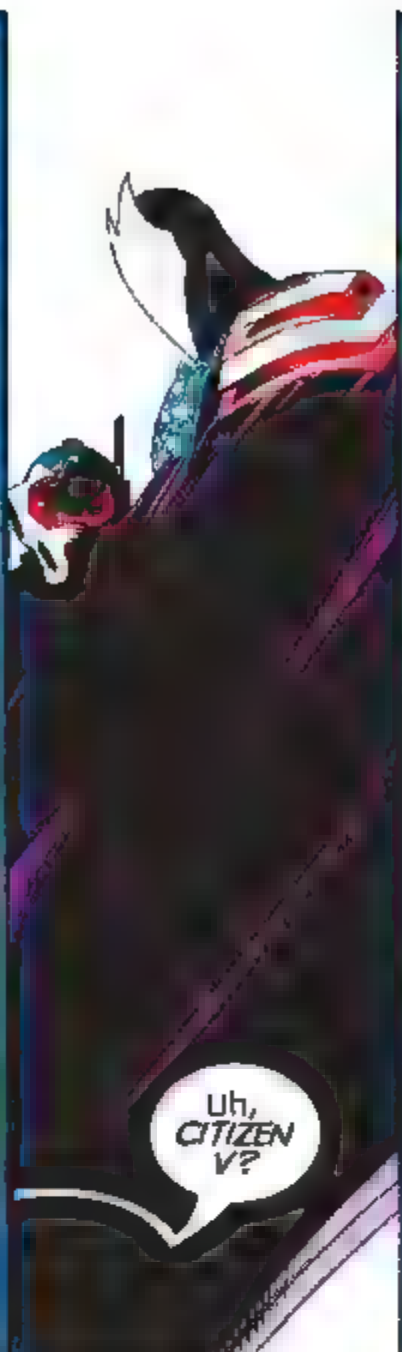
AND METEORITE, WHO BURNS AS BRIGHT AND STRIKES AS HARD AS HER NAMESAKE

NOW, I'M SURE YOU HAVE OTHER QUESTIONS...



I'D LIKE TO KNOW, CITIZEN V --

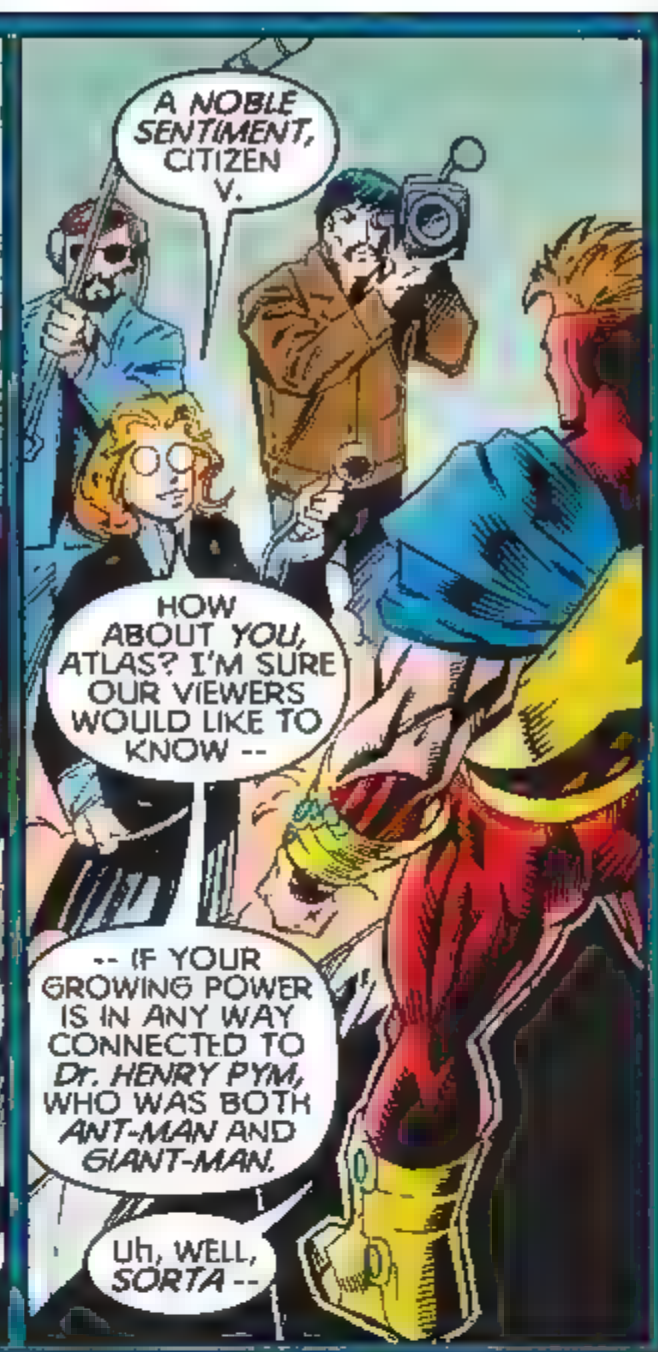
-- IF YOU'RE HERE TO REPLACE THE AVENGERS AND THE FF?



Uh, CITIZEN V?



NO ONE CAN REPLACE THEM... NO ONE THE WORLD HAS SUFFERED A TERRIBLE, TERRIBLE LOSS, ONE THAT CANNOT BE ASSUAGED. ALL WE THUNDERBOLTS CAN DO IS TRY TO HELP OUT, AS BEST WE CAN.



A NOBLE SENTIMENT, CITIZEN V.

HOW ABOUT YOU, ATLAS? I'M SURE OUR VIEWERS WOULD LIKE TO KNOW --

-- IF YOUR GROWING POWER IS IN ANY WAY CONNECTED TO Dr. HENRY PYM, WHO WAS BOTH ANT-MAN AND GIANT-MAN.

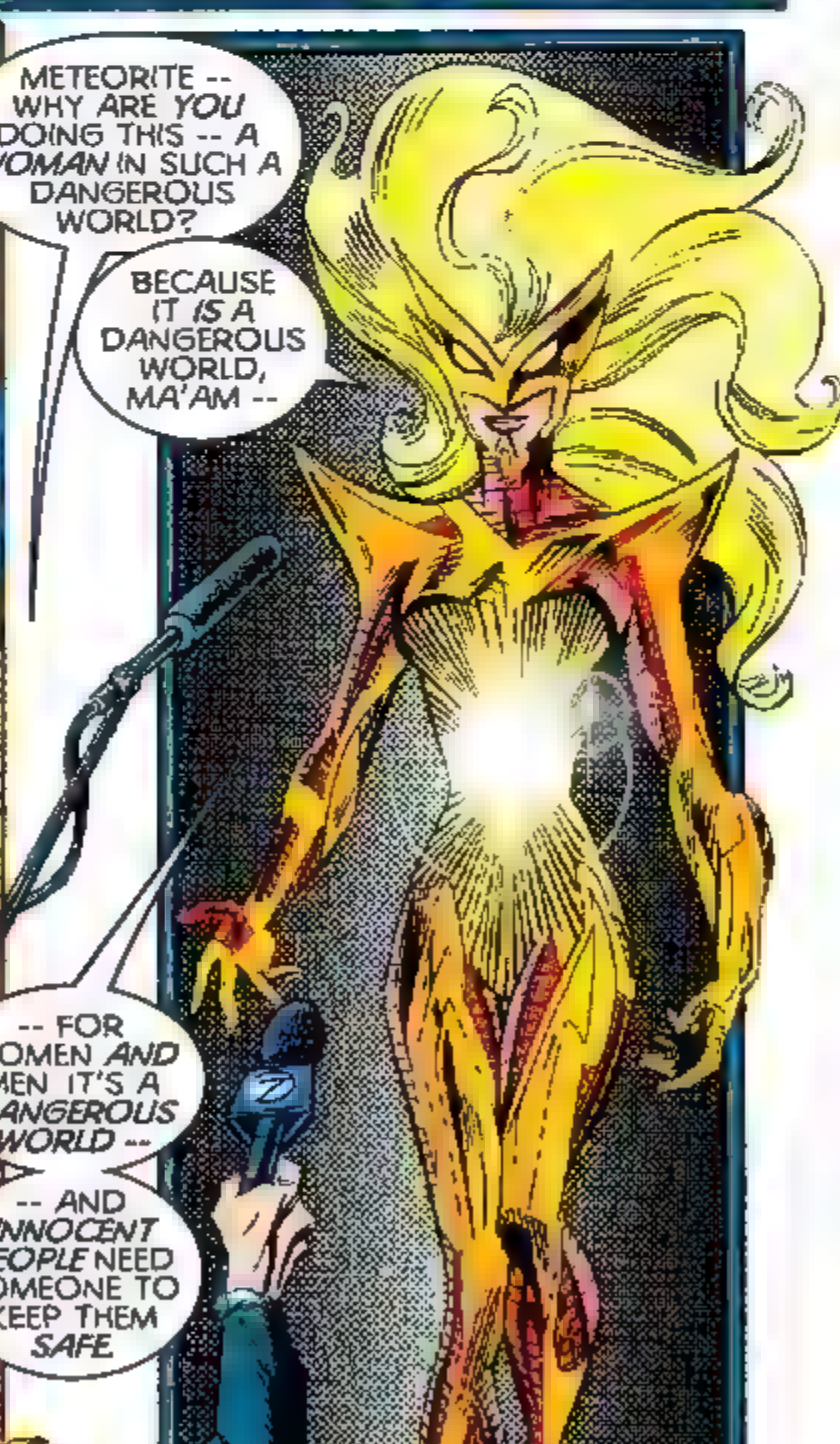
Uh, WELL, SORTA --



-- I MEAN, WELL --

-- WE'VE GOT TO KEEP OUR IDENTITIES AND BACKGROUNDS A SECRET, TO GIVE US MORE OF AN EDGE ON THE BAD GUYS.

YOU KNOW HOW IT IS.

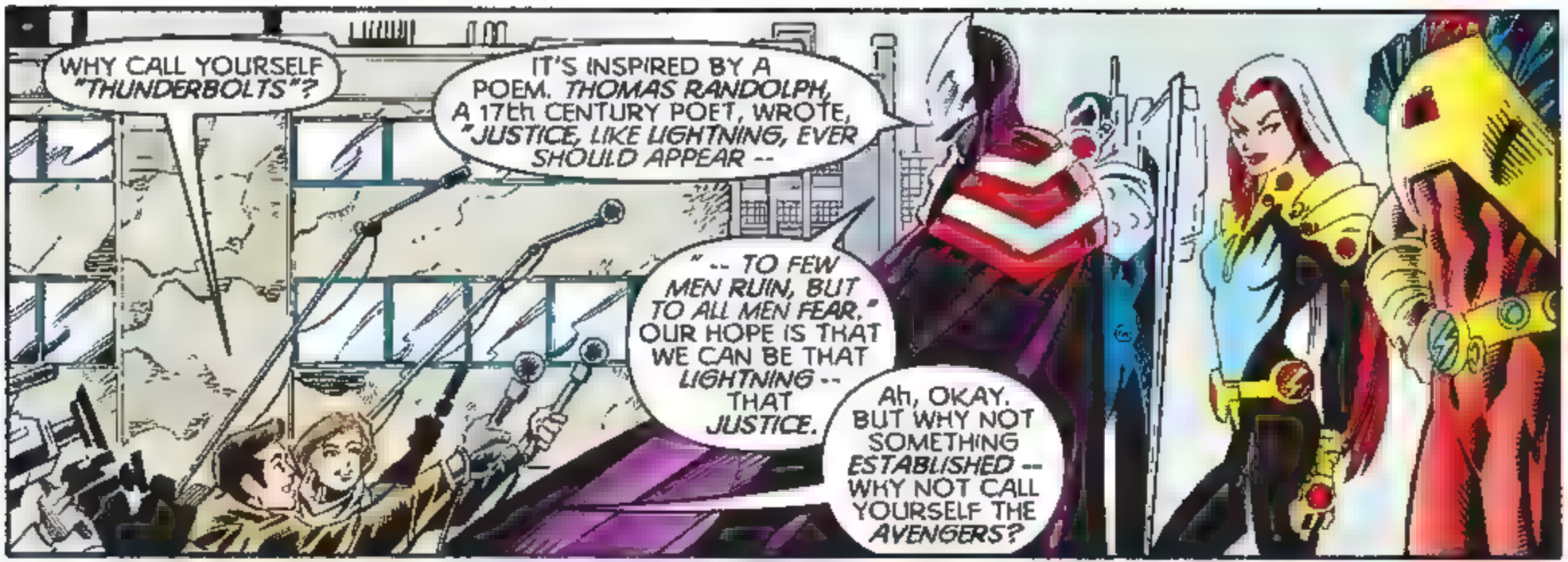


METEORITE -- WHY ARE YOU DOING THIS -- A WOMAN IN SUCH A DANGEROUS WORLD?

BECAUSE IT IS A DANGEROUS WORLD, MA'AM --

-- FOR WOMEN AND MEN IT'S A DANGEROUS WORLD --

-- AND INNOCENT PEOPLE NEED SOMEONE TO KEEP THEM SAFE



WHY CALL YOURSELF "THUNDERBOLTS"?

IT'S INSPIRED BY A POEM. THOMAS RANDOLPH, A 17TH CENTURY POET, WROTE, "JUSTICE, LIKE LIGHTNING, EVER SHOULD APPEAR --

" -- TO FEW MEN RUIN, BUT TO ALL MEN FEAR." OUR HOPE IS THAT WE CAN BE THAT LIGHTNING -- THAT JUSTICE.

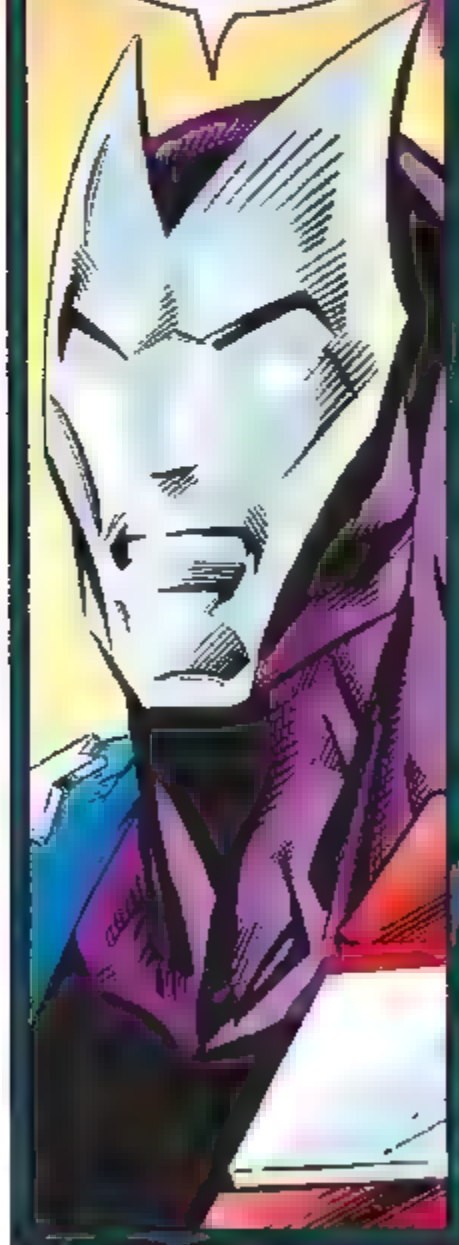
AH, OKAY. BUT WHY NOT SOMETHING ESTABLISHED -- WHY NOT CALL YOURSELF THE AVENGERS?



AS I SAID BEFORE, THE AVENGERS CAN'T BE REPLACED, AND WE DON'T PRESUME TO TRY.

WE WOULDN'T THINK OF USURPING THEIR NAME OR RECORD -- WHATEVER REPUTATION WE DESERVE, WE'LL EARN THROUGH OUR ACTIONS.

YOU'RE ALL NEWCOMERS -- WHY IS THAT? SURELY THERE ARE EXPERIENCED, EXISTING HEROES WHO COULD BRING THEIR SKILLS TO YOUR TEAM...



THERE ARE MANY MORE EXPERIENCED HEROES THAN US -- AND THEY'RE ALL QUITE BUSY, AS ANY NEWSPAPER WILL SHOW YOU.

THAT'S WHY WE FORMED THE THUNDERBOLTS -- TO ADD TO THE RANKS OF THE WORLD'S HEROES -- -- NOT SIMPLY TO REARRANGE THE PLAYERS ON THE BOARD.

BUT LET'S MAKE THIS LESS FORMAL -- WE'LL BE ABLE TO ANSWER MORE OF YOUR QUESTIONS IF WE SPLIT UP --

-- AND LET YOU INTERVIEW US INDIVIDUALLY, RATHER THAN AS A GROUP.



HE MOVES LITHELY, GRACEFULLY -- AND THE REPORTERS CLUSTER AROUND, AROUND BOTH HIM AND THE OTHERS --

-- AND THE TEAM FINDS THEMSELVES
FACING A BARRAGE OF QUESTIONS
WITH A MIXTURE OF CONFIDENCE --

IT'S AN ACRONYM --
M.A.C.H.-1. IT STANDS
FOR MOBILE ARMORED
CYBER HARNESS.

AND
BASICALLY,
ANYTHING A
FIGHTER-JET CAN
DO, I CAN DO --
IN LESS THAN
HALF THE
SPACE.

Uh, I'M
NOT REALLY
THAT BIG ON
PUBLIC
SPEAKING...

BUT IF
MY MOM'S
OUT THERE, I'D
LIKE TO LET HER
KNOW I'M OKAY,
AND I LOVE
HER...

-- UNCERTAINTY --

-- MIGHT
CALL ME THE
BACKBONE OF
THE TEAM, AFTER
ALL, IF NOT FOR
MY ENGINEERING
GENIUS --

-- SOME
OF THE OTHER
MEMBERS
WOULDN'T
EVEN
EXIST!

-- AND
BRAVADO.

AND
SOON...

HOW
'BOUT SOME
PHOTO OPS,
CITIZEN V? CAN
WE GET SOME
SHOTS OF
YOUR HQ?

CERTAINLY,
WE HAVE NO
SECRETS --
EXCEPT OUR
IDENTITIES, OF
COURSE.

IT'S
NOT MUCH --
BUT IF YOU'LL
STEP THIS
WAY...

HOLD IT, YOU MIGHT
WANT TO KNOW THIS,
SIR. THE STATION'S
REPORTING THAT
THE RAT PACK HAVE
BEEN SIGHTED --
-- SEVERAL
BLOCKS SOUTH OF
WHERE YOU FOUGHT
THEM.

Ah.

THEN
YOU'LL
EXCUSE
US, I
TRUST --

--DUTY
CALLS.

THUNDERBOLTS --
TO THE V-WING!



AND WITH THOSE WORDS, THE THUNDERBOLTS SNAPPED TO ACTION -- UNSELFISHLY, UNHESITATINGLY, A THREAT HAD ARISEN --

-- AND THEY CHOSE TO MEET IT, HEAD-ON.



AND, NEARBY...

HERE THEY COME -- BOLD AS BRASS AND PREDICTABLE AS FISH ON FRIDAY.

WE'RE BEING PAID A BONUS FOR THIS, PACK --

-- SO MAKE IT LOOK GOOD.



Eh? THEY'RE RUNNING! BUT THEN WHY --?

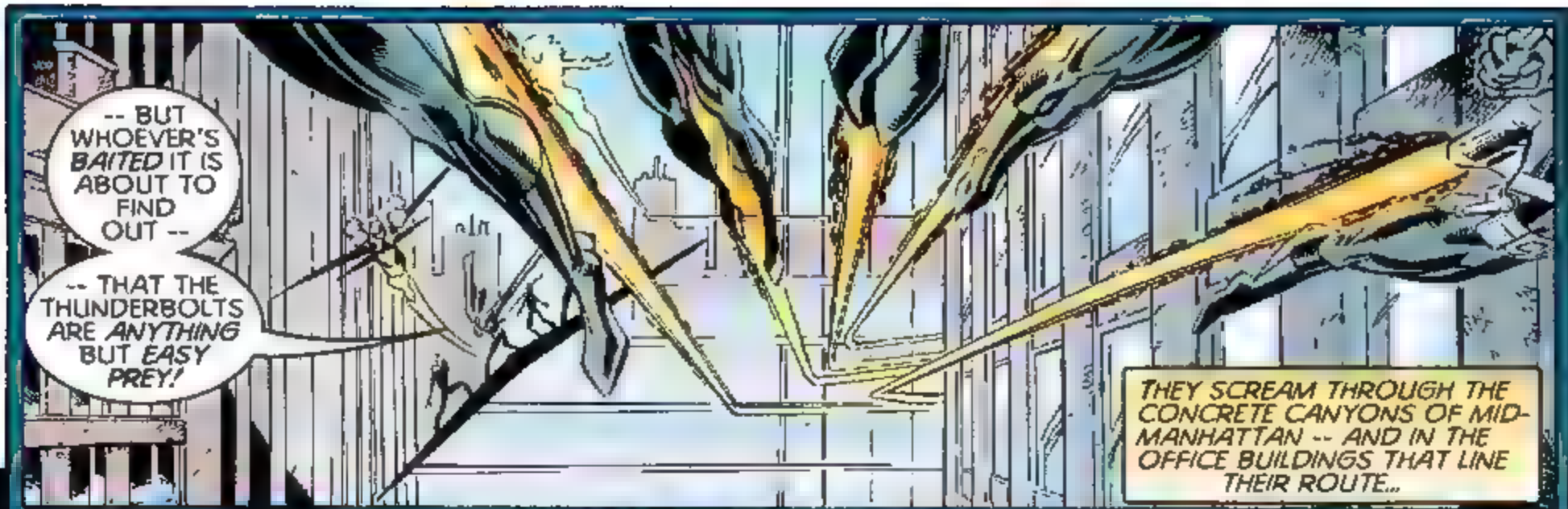
THOSE JET-PACKS AREN'T MUCH, BOSS. THEY MAY OUT-DISTANCE THE WING --

-- BUT METEORITE AND I CAN --

STAY CLOSE, MACH-1, I DON'T WANT THE TEAM GETTING SEPARATED AND AMBUSHED.

THIS HAS ALL THE EAR-MARKS OF A TRAP --

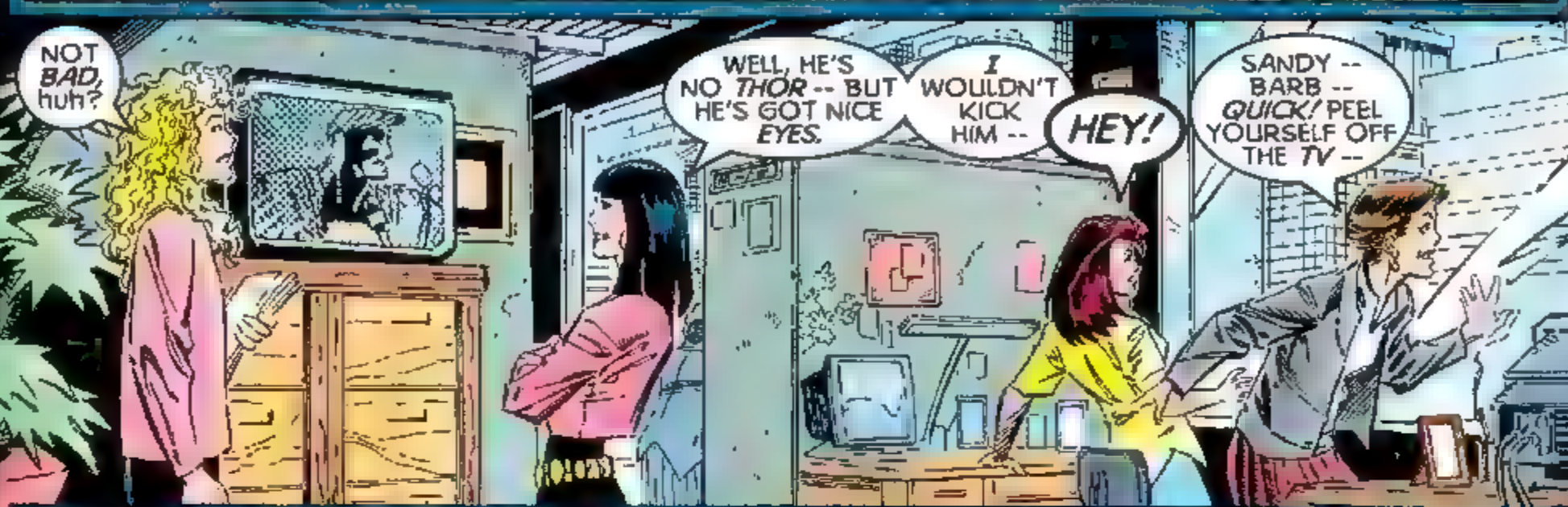




-- BUT WHOEVER'S BAITED IT IS ABOUT TO FIND OUT --

-- THAT THE THUNDERBOLTS ARE ANYTHING BUT EASY PREY!

THEY SCREAM THROUGH THE CONCRETE CANYONS OF MID-MANHATTAN -- AND IN THE OFFICE BUILDINGS THAT LINE THEIR ROUTE...



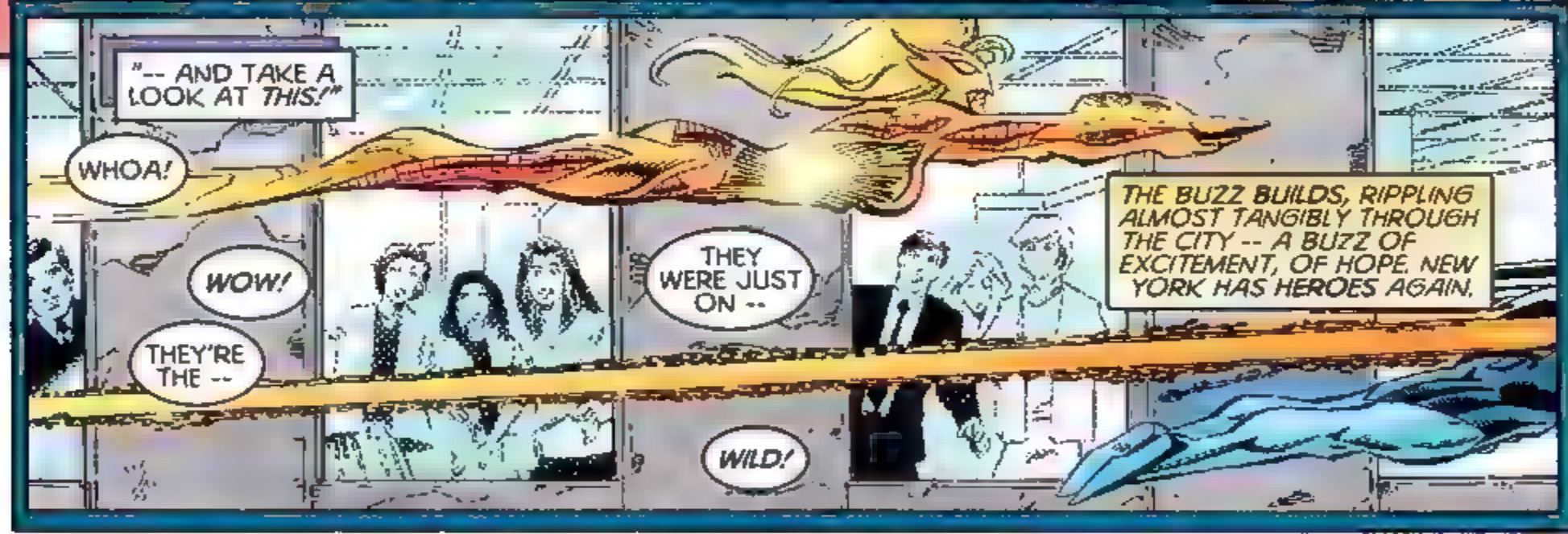
NOT BAD, huh?

WELL, HE'S NO THOR -- BUT HE'S GOT NICE EYES.

I WOULDN'T KICK HIM --

HEY!

SANDY -- BARB -- QUICK! PEEL YOURSELF OFF THE TV --



-- AND TAKE A LOOK AT THIS!

WHOA!

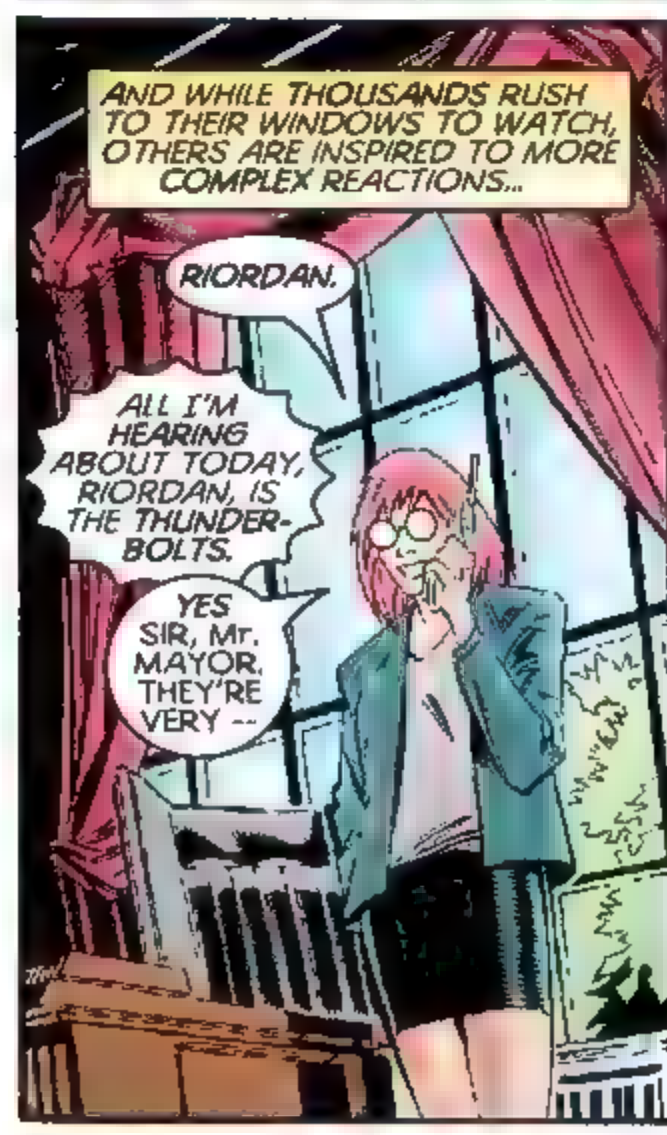
WOW!

THEY'RE THE --

THEY WERE JUST ON --

WILD!

THE BUZZ BUILDS, RIPPLING ALMOST TANGIBLY THROUGH THE CITY -- A BUZZ OF EXCITEMENT, OF HOPE. NEW YORK HAS HEROES AGAIN.

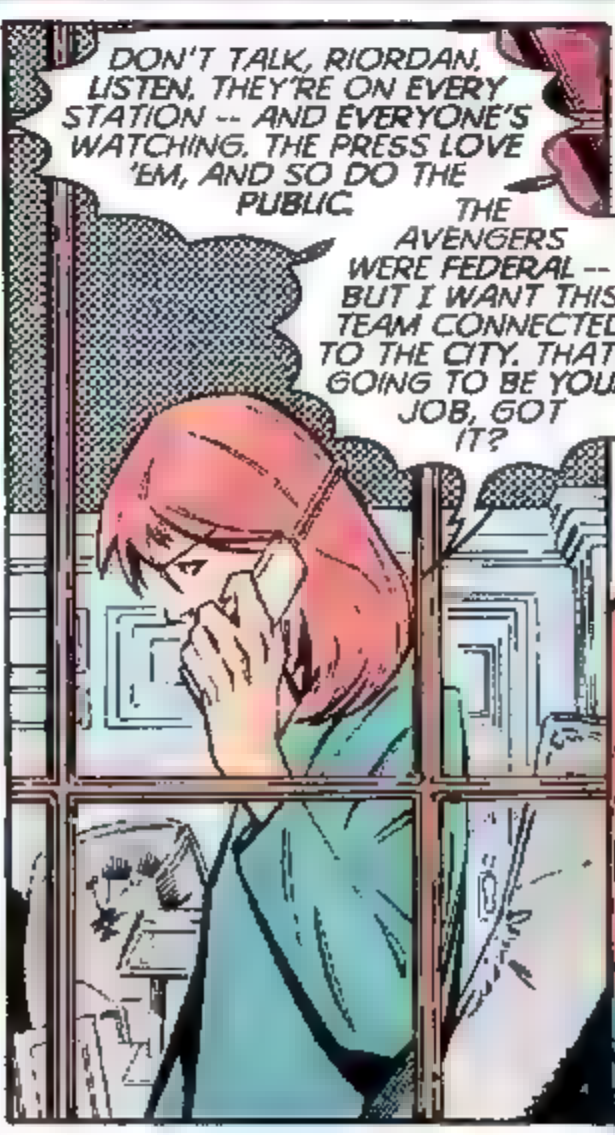


AND WHILE THOUSANDS RUSH TO THEIR WINDOWS TO WATCH, OTHERS ARE INSPIRED TO MORE COMPLEX REACTIONS...

RIORDAN.

ALL I'M HEARING ABOUT TODAY, RIORDAN, IS THE THUNDERBOLTS.

YES SIR, Mr. MAYOR. THEY'RE VERY --



DON'T TALK, RIORDAN. LISTEN. THEY'RE ON EVERY STATION -- AND EVERYONE'S WATCHING. THE PRESS LOVE 'EM, AND SO DO THE PUBLIC.

THE AVENGERS WERE FEDERAL -- BUT I WANT THIS TEAM CONNECTED TO THE CITY. THAT'S GOING TO BE YOUR JOB, GOT IT?

THESE THUNDERBOLTS ARE GOING TO BE BIG --

"-- AND THEY'RE
GOING TO BE
OURS!"

BE CAREFUL,
THUNDERBOLTS.

WE'RE
LEAVING
MANHATTAN --
HEADING SOUTH
FOR LIBERTY ISLAND.
IF THEY'RE PLANNING
AN AMBUSH, IT'LL
PROBABLY
HAPPEN --

KRAA

Oh,
NO! THAT
WRECKING
BALL!

IT'S
GOT TO
BE --

THAT'S
RIGHT,
BABE.

IT'S THE
**WRECKING
CREW!**

BIGGER
'N' BETTER 'N'
BACK IN
BUSINESS!

YOUSE'VE
BEEN STICKIN'
YA NOSES WHERE
THEY DON'T BELONG,
JOIKS -- AN' WE
BEEN HIRED
T'BREAK 'EM
OFF!

THE
WRECKING
CREW? BUT --
WE CAN'T FIGHT
THEM!
THEY'RE --

-- AND
DEFEAT
THEM, AS
WELL!

Oh,
YEAH?!

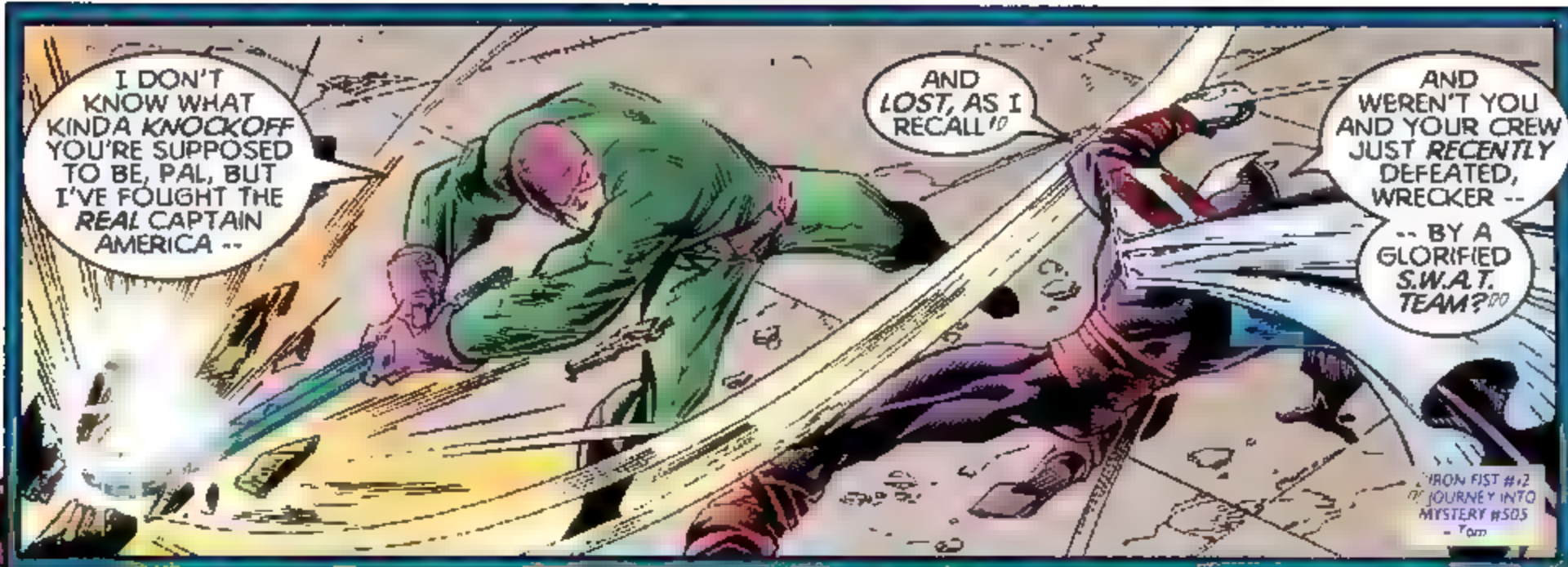
IN WORDS
OF ONE SYLLABLE,
BULLDOZER --

YEAH!!

DANGEROUS,
POWERFUL FELONS,
EACH WITH THE BRUTE
POWER OF AN
ASGARDIAN GOD?
THAT THEY MAY BE
TECHNO --

-- BUT
FIGHT
THEM WE
SHALL --

YRAN

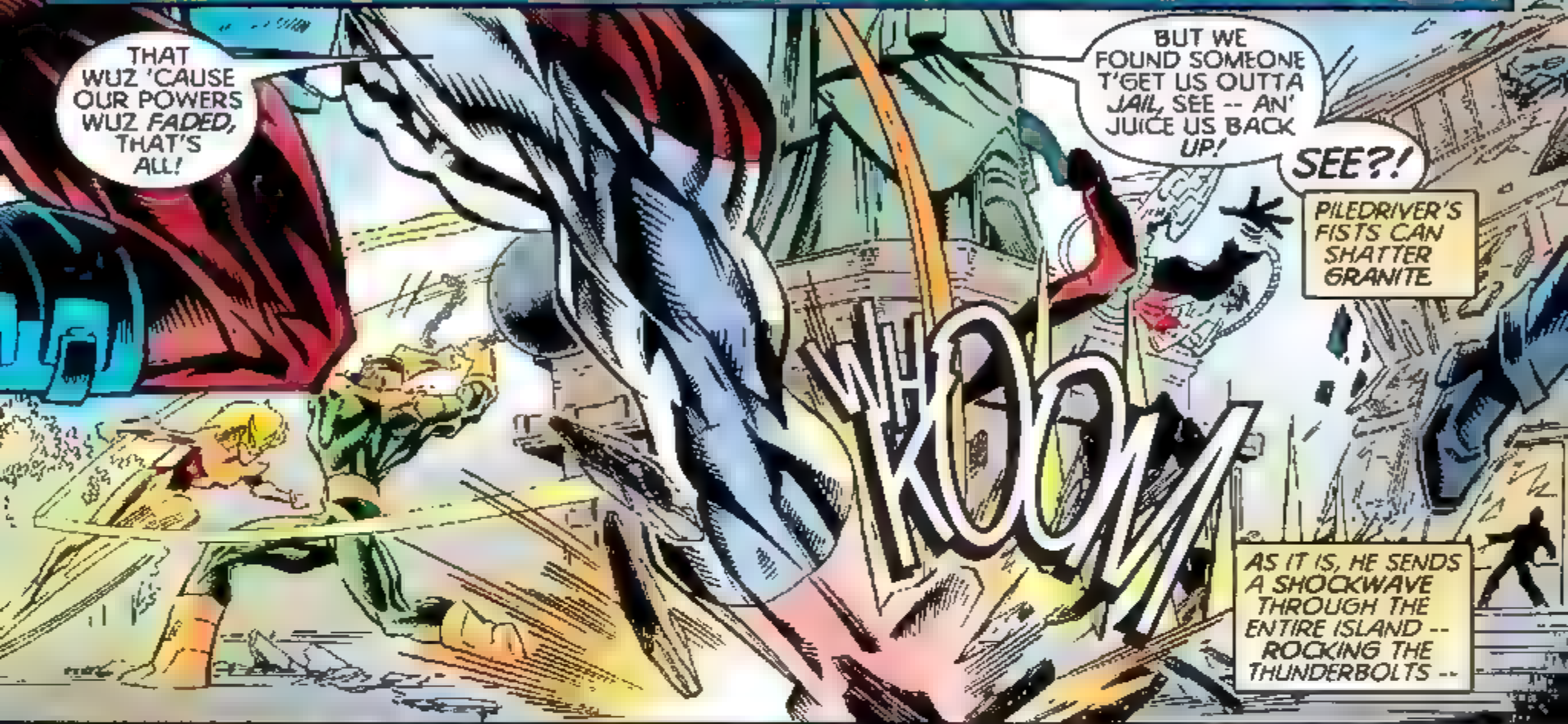


I DON'T KNOW WHAT KINDA KNOCKOFF YOU'RE SUPPOSED TO BE, PAL, BUT I'VE FOUGHT THE REAL CAPTAIN AMERICA --

AND LOST, AS I RECALL 'D

AND WEREN'T YOU AND YOUR CREW JUST RECENTLY DEFEATED, WRECKER --
-- BY A GLORIFIED S.W.A.T. TEAM?!!

IRON FIST #12
JOURNEY INTO MYSTERY #505
-- Tom



THAT WUZ 'CAUSE OUR POWERS WUZ FADED, THAT'S ALL!

BUT WE FOUND SOMEONE T'GET US OUTTA JAIL, SEE -- AN' JUICE US BACK UP!

SEE?!

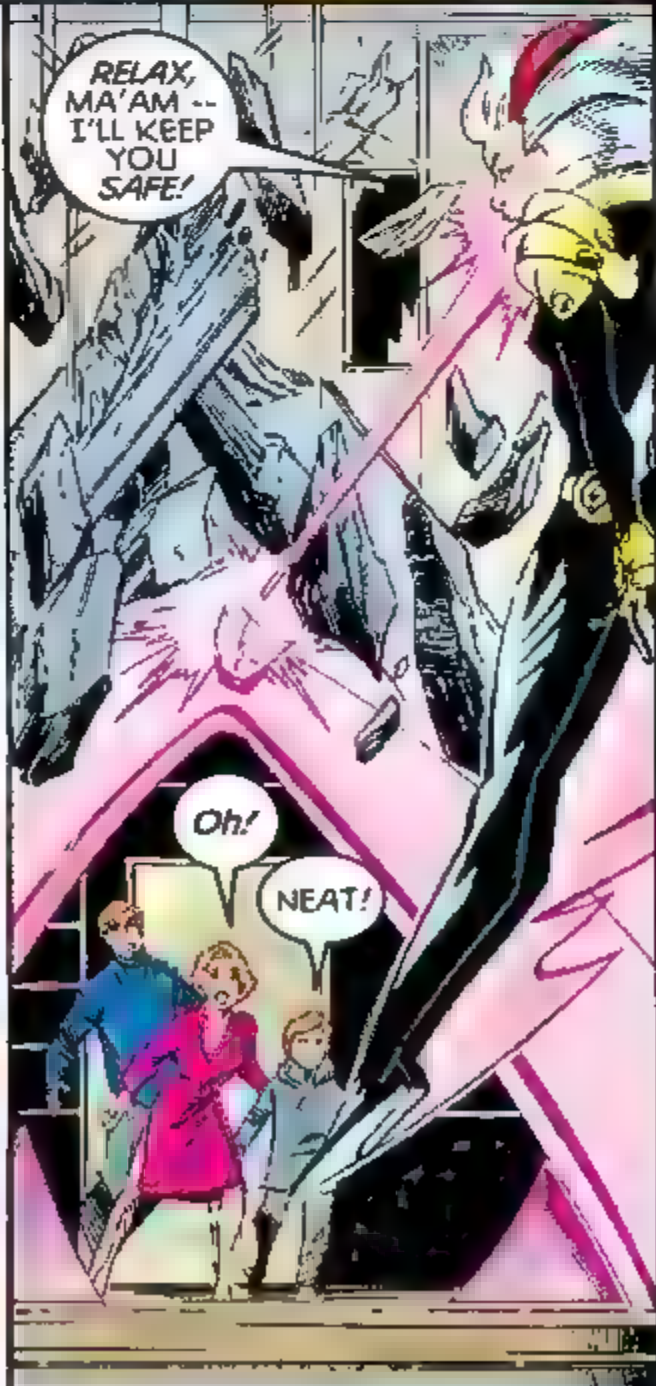
PILEDRIIVER'S FISTS CAN SHATTER GRANITE.

AS IT IS, HE SENDS A SHOCKWAVE THROUGH THE ENTIRE ISLAND -- ROCKING THE THUNDERBOLTS --



-- AND FOR THE TOURISTS ON THE ISLAND, UNAWARE OF WHAT'S HAPPENING...

WHAT IN --?
TH-- THE ROOF! IT'LL CRUSH US!



RELAX, MA'AM -- I'LL KEEP YOU SAFE!

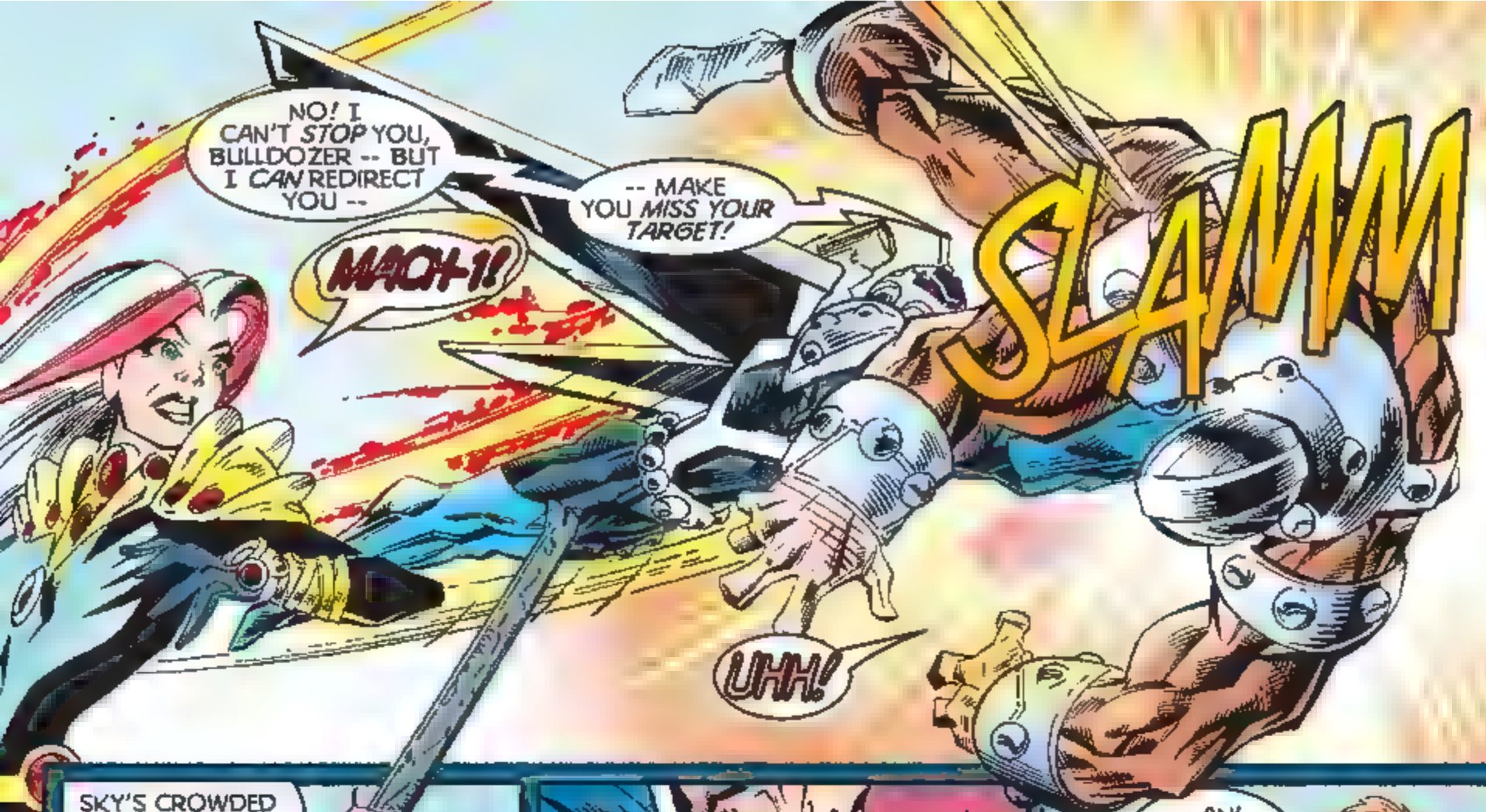
Oh!

NEAT!



YUH GOT 'EM ALRIGHT, FRAIL -- BUT WHO'S GOT YOU? SOME'N TELLS ME YUH GOTTA STAY THERE TUH KEEP THAT SHIELD UP --

-- AN' THAT MAKES YUH A PERFECT TARGET FOR BULLDOZER!



-- AND --

I DON'T
THINK WE'VE
BEEN INTRODUCED
ATLAS. I'M
THUNDERBALL

-- AND
THAT'S MY
BOSS YOU'RE
MESSING
WITH!

IT'S A CLEAN
HIT -- DIRECT
TO THE JAW.

NEWS CAMERAS FEED
THE IMAGES BACK TO
THEIR STUDIOS -- AND
OUT TO NETWORKS,
TO AFFILIATES -- SO
MILLIONS WATCH AS
ATLAS GOES DOWN --

-- BUT --

GOOD
LORD!

AND THEY WATCH,
HOLDING THEIR
BREATH, Hoping
FOR SOME SIGN
OF HOPE -- OF
VICTORY --

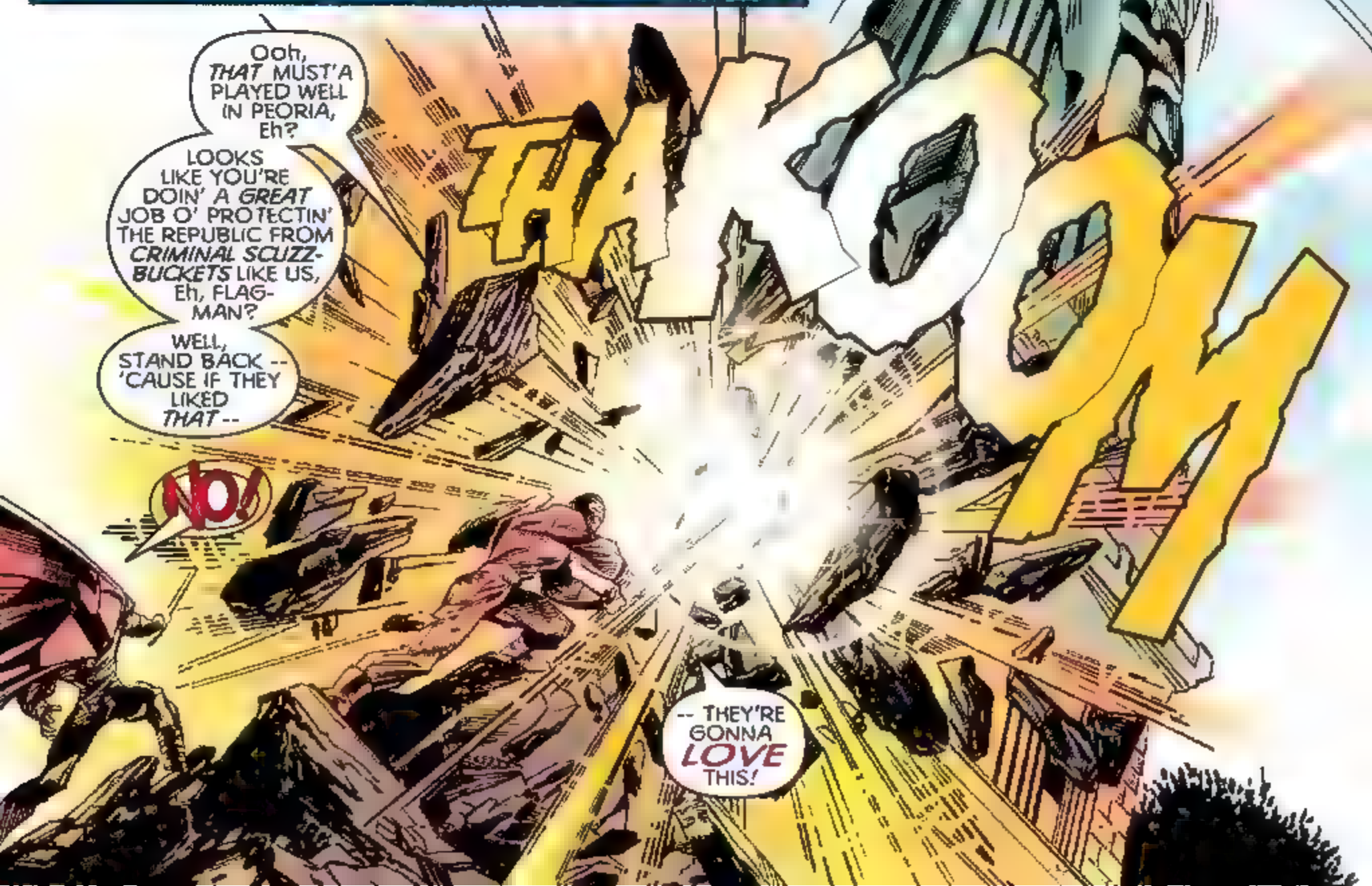
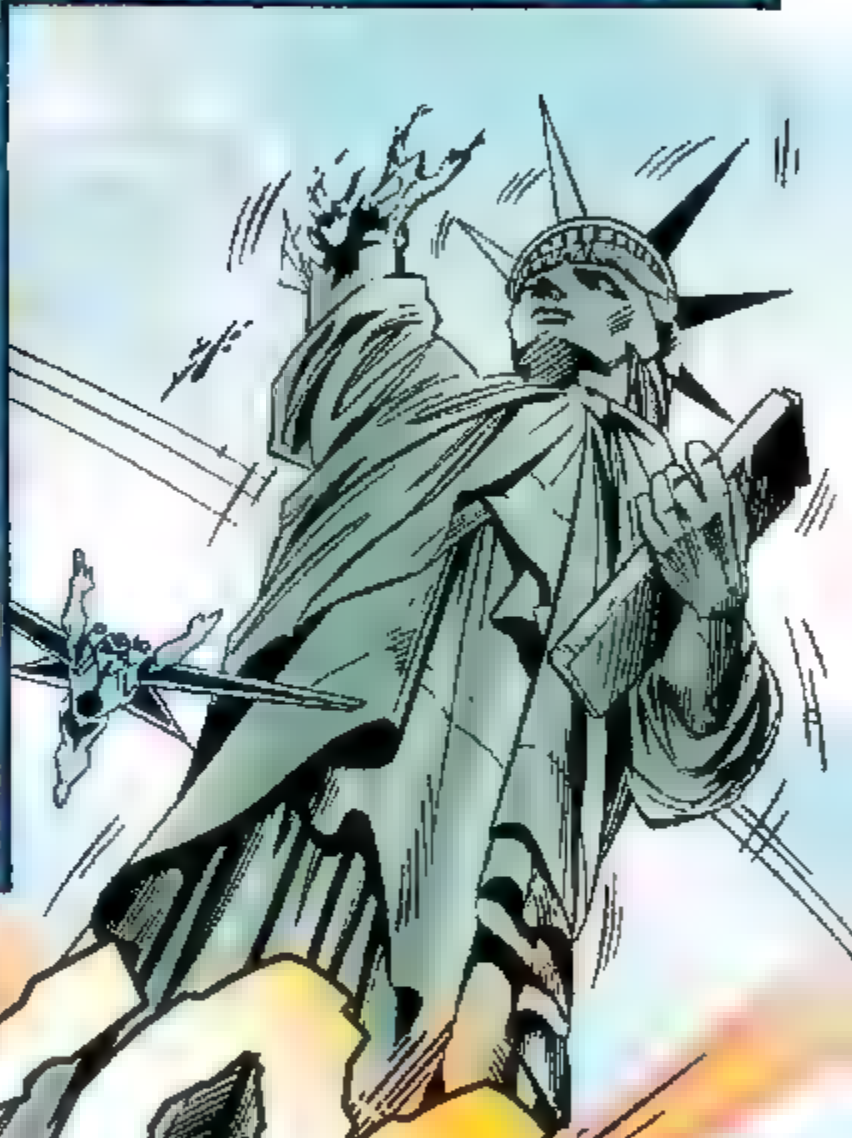
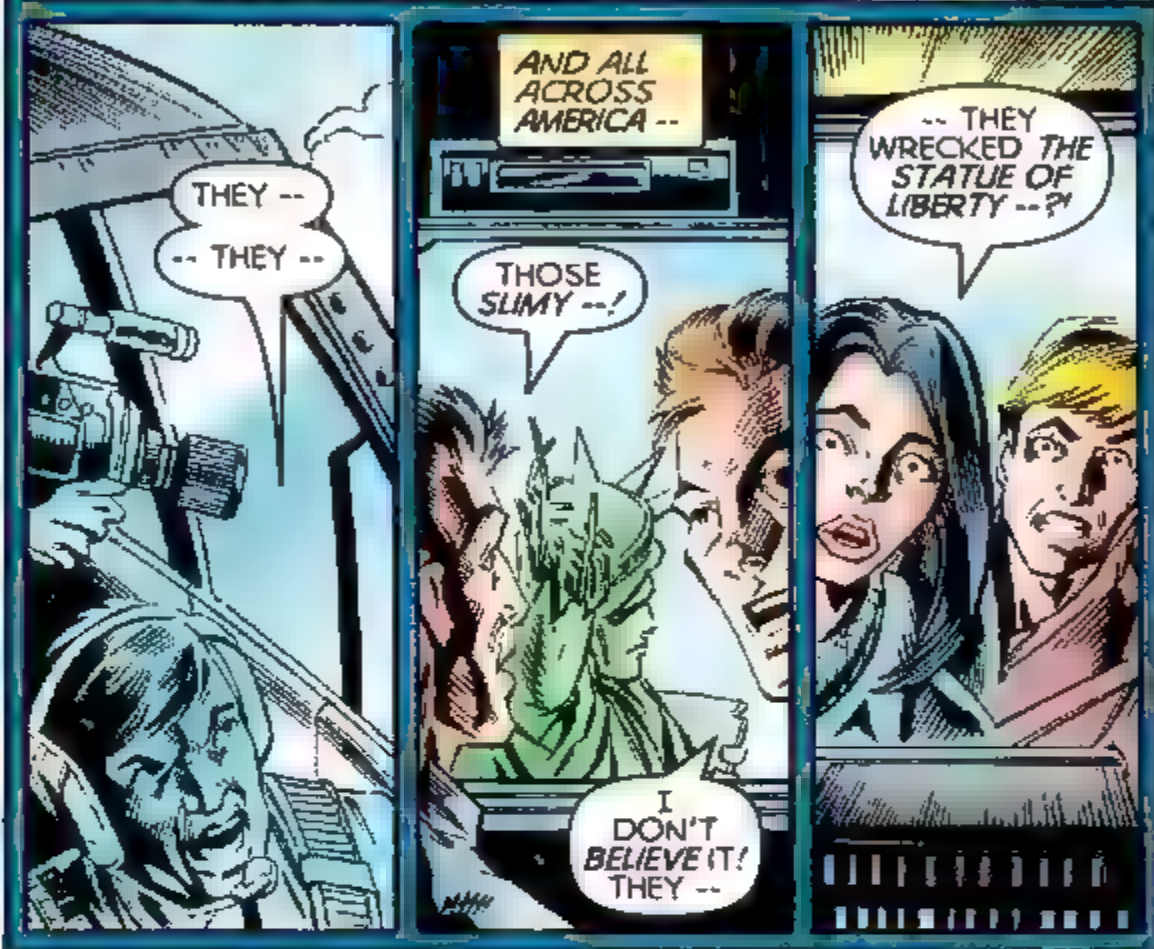
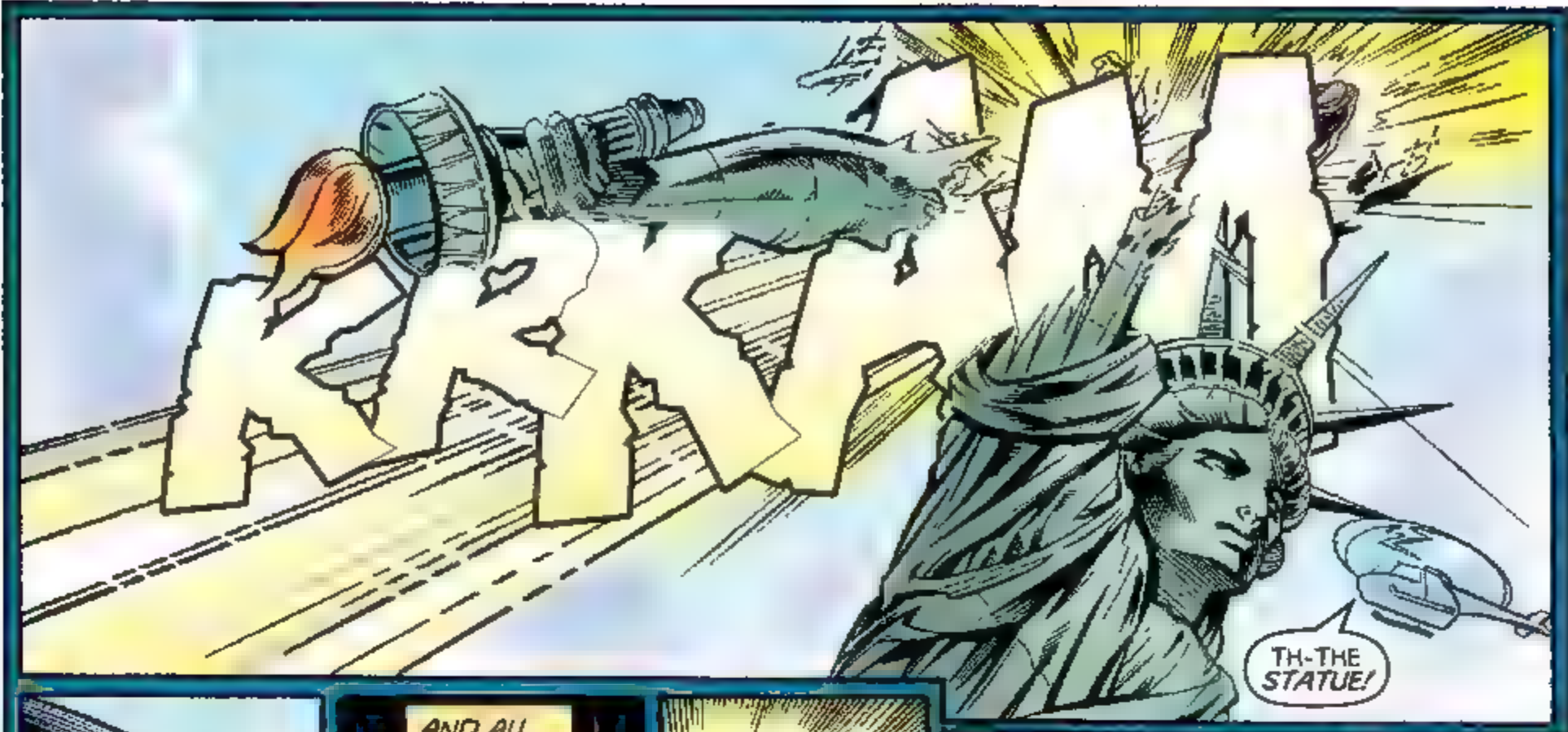
DAT'S
ONE A YOUSE
DOWN, BLONDIE!
AN' IN A COUPL'A
SECONDS --

SPLASH

AND DOESN'T
COME UP.

-- IT'S
GONNA BE
TWO!

UFF!





OKAY, THUNDER-CHUMPS! LET'S SEE WHAT KIND OF HEROES YOU REALLY ARE! SURRENDER NOW --

-- OR WE BRING DOWN THE STATUE -- ON NATIONAL TELEVISION!



IT'S ONLY METAL AND STONE! WE CAN --

NO, TECHNO -- IT'S FAR MORE THAN THAT. FAR MORE.

WE CAN'T FIGHT THEM HEAD TO HEAD. THEY'RE TOO POWERFUL --



-- AND ALL THAT CAN BE ACCOMPLISHED IS MORE DESTRUCTION.

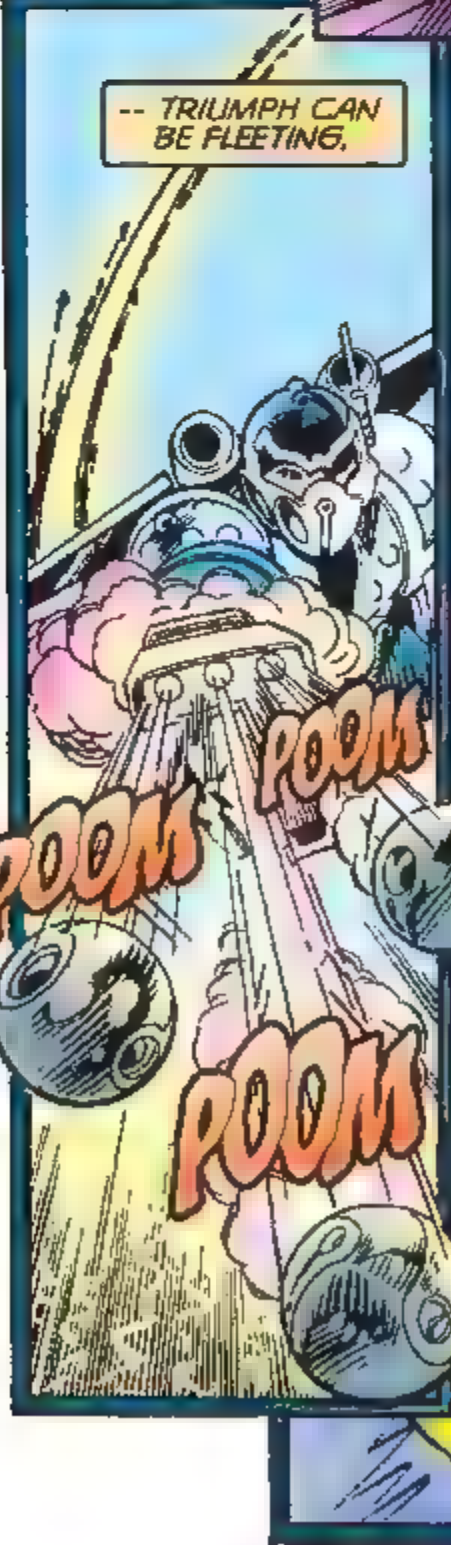
YEAH -- AIN'T IT A SHAME? BUT WHEN IT COMES TO DESTRUCTION -- THE WRECKING CREW'S THE LEAGUE LEADERS!

SO WHAT'S IT GONNA BE, FELLAS 'N' GALS?



THEY LAUGH, THEN -- IN TRIUMPH, IN SWEET SATISFACTION.

BUT AS ATLAS LEARNED, ONLY MINUTES BEFORE --



-- TRIUMPH CAN BE FLEETING.



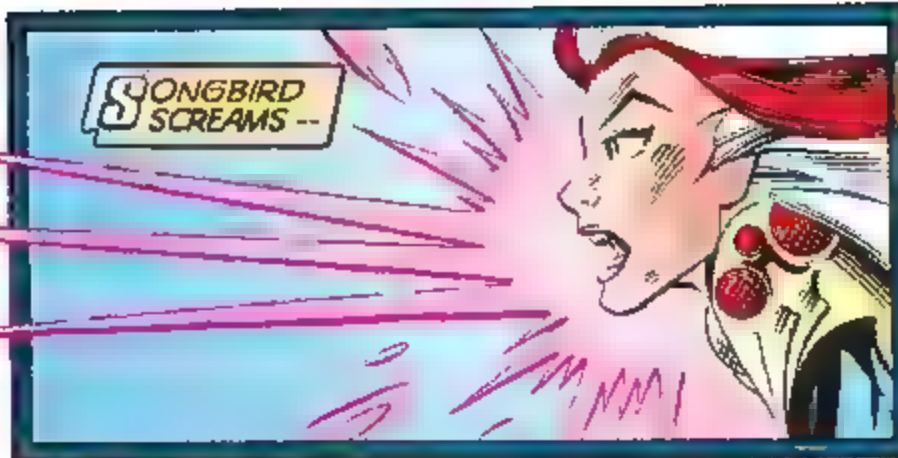
Huh? WHAT IN --?

-GF-

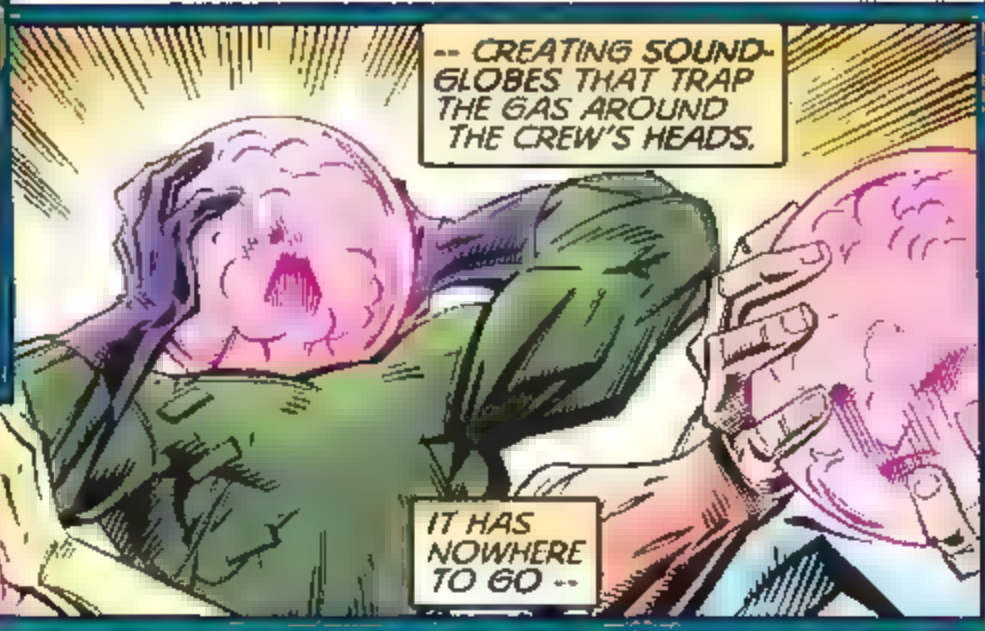


EXCELLENT WORK, MACH-1. KNOCKOUT GAS AT SUCH CLOSE QUARTERS SHOULD TAKE EVEN THEM DOWN.

SONGBIRD -- SEE THAT IT DOES, WOULD YOU?



SONGBIRD
SCREAMS --



-- CREATING SOUND-
GLOBES THAT TRAP
THE GAS AROUND
THE CREW'S HEADS.

IT HAS
NOWHERE
TO GO --



-- NOWHERE BUT
INTO THEIR LUNGS...

WH-WHAT --?!

YUH --
YUH CAN'T GET
ME THAT WAY --
MAH MOUTH'S
SHIELDED! YUH
WON'T --



AND THEN
BULLDOZER
LOOKS UP,
AT A SUDDEN
SHADOW --

-- uh --

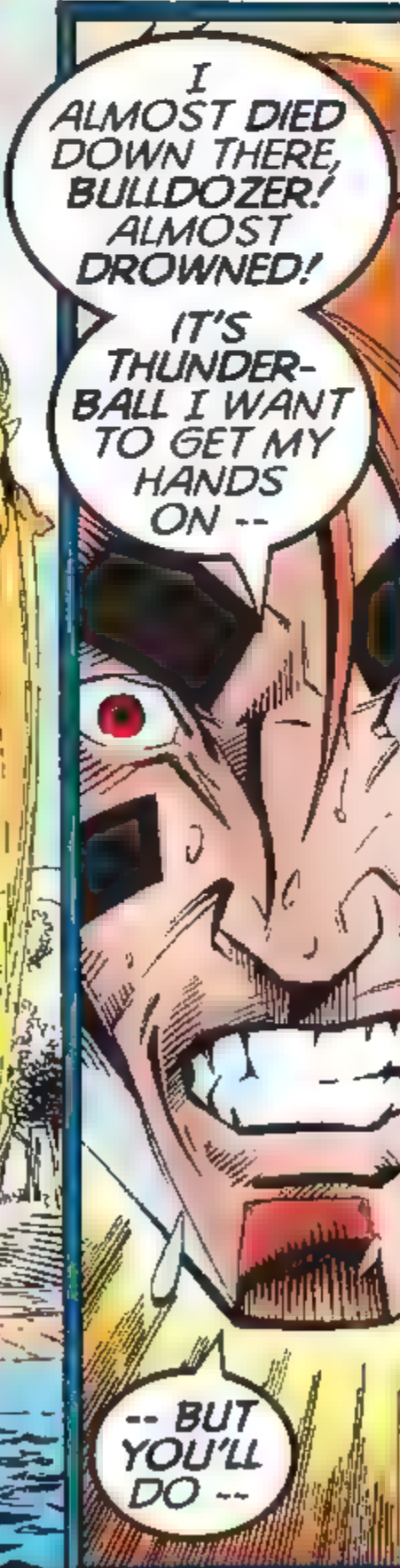
-- AND UP --
AND UP --



-- AS ATLAS RISES --
GROWING LARGER --
LARGER -- SEEMINGLY
WITHOUT LIMIT --

HOLY --!

I
DON'T THINK
I'VE EVER SEEN HIM
GET THAT BIG
BEFORE --!

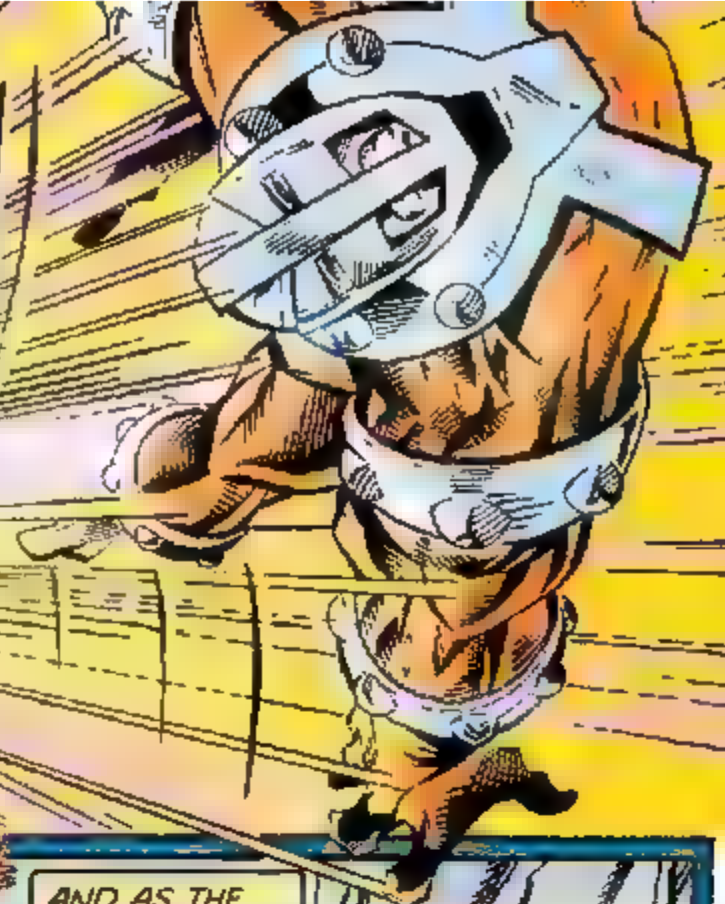


I
ALMOST DIED
DOWN THERE,
BULLDOZER!
ALMOST
DROWNED!

IT'S
THUNDER-
BALL I WANT
TO GET MY
HANDS
ON --

-- BUT
YOU'LL
DO --

WHAM



YOU'LL
DO --

I DON'T THINK HE'LL BE
GIVING US ANY MORE
TROUBLE. SONGBIRD,
WHY DON'T YOU GO
CATCH HIM --

-- BEFORE
HE LEAVES A
CRATER IN
THE SOUTH
BRONX.

AND AS THE
THUNDERBOLTS
REALIZE THEY'VE
WON --

WHOA!

-- THEY HEAR A STRANGE
NOISE -- A LOW RUMBLE
FROM ALL AROUND THEM,
ROLLING OVER THE WATER
OF NEW YORK BAY --

-- AND IT TAKES
A FEW SECONDS
TO REALIZE --

IT'S
CHEERING.

THEY'RE
CHEERING
FOR US.

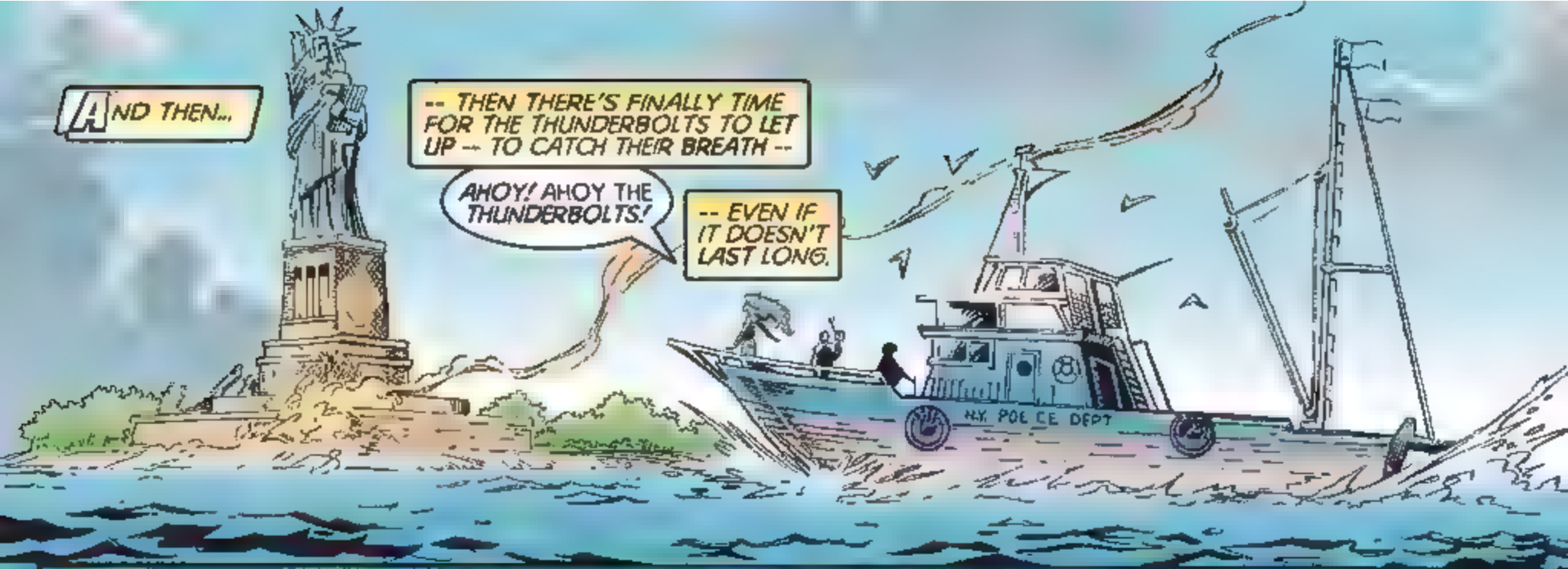


AND THEN...

-- THEN THERE'S FINALLY TIME FOR THE THUNDERBOLTS TO LET UP -- TO CATCH THEIR BREATH --

AHOY! AHOY THE THUNDERBOLTS!

-- EVEN IF IT DOESN'T LAST LONG.



THE POLICE LAUNCH PULLS UP TO THE ISLAND AND LOWERS A GANGPLANK, PREPARING TO DISCHARGE ITS PASSENGER --

-- A WOMAN WHO'LL BE VERY IMPORTANT TO THE THUNDERBOLTS' FUTURE.

I'M DALLAS RIORDAN, CITIZEN V -- I'M FROM THE MAYOR'S OFFICE.

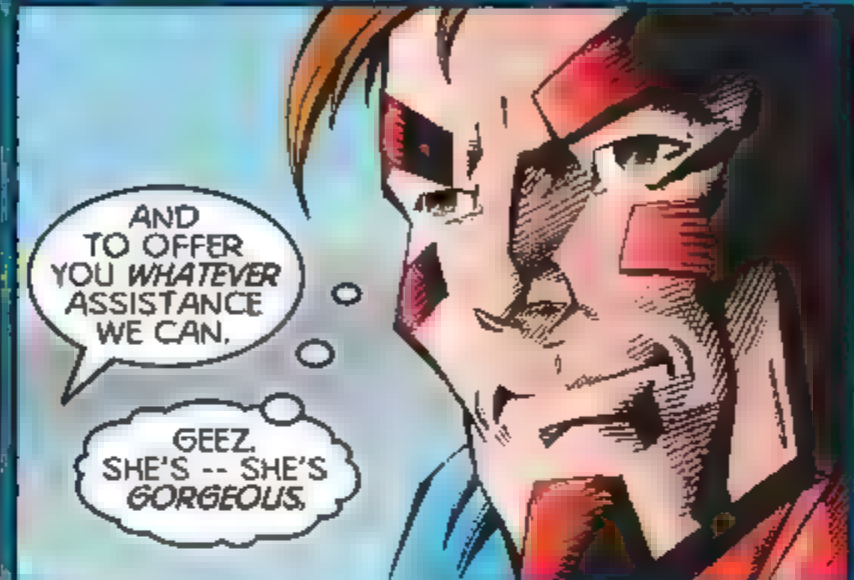


THE MAYOR COULDN'T BE HERE HIMSELF, BUT HE ASKED ME TO COME, TO THANK YOU, TO CONGRATULATE YOU --

-- TO WELCOME YOU TO THE CITY --

AND TO OFFER YOU WHATEVER ASSISTANCE WE CAN.

GEEZ, SHE'S -- SHE'S GORGEOUS.



WE'RE HONORED, MS. RIORDAN.

AND I'M SURE WE'LL HAVE MUCH TO DISCUSS, IN TIME, BUT FOR NOW --



-- THE THUNDERBOLTS STILL HAVE WORK TO DO.

AND AS POLICE TOOK THE UNCONSCIOUS WRECKING CREW INTO CUSTODY --

-- SECURING THEM WITH SHACKLES PROVIDED BY THE HIGH SECURITY SUPER-PRISON KNOWN AS THE VAULT --

-- THE THUNDERBOLTS ONCE MORE SWUNG INTO ACTION --



"... TO REPAIR
LADY LIBERTY.

"AND NOT ONLY DID THEY
FIXED *TODAY'S* DAMAGE --
THEY EVEN MADE REPAIRS TO
THE STATUE NOT SCHEDULED
TO BE MADE UNTIL NEXT
YEAR --

"-- AND CITY ENGINEERS
HAVE PRONOUNCED THE
REPAIR WORK TO BE
STRONGER EVEN THAN THE
ORIGINAL CONSTRUCTION!

"SO IT SEEMS WE'VE
GOT A NEW TEAM OF
HEROES IN TOWN --
AND UNLIKE MANY
OTHERS, *THIS* BATCH
CLEANS UP ITS MESSSES.

"NOW BACK TO EDUARDO
IN THE *STUDIO*, WITH MORE
ON THE STORY."

THANKS,
DONNA.

PROPELLED
BY THEIR *SPLASHY*
VICTORY -- AND BY
THEIR PUBLIC VOW TO
TRACK DOWN WHOEVER
WAS *BEHIND* THE RAT
PACK AND THE
WRECKING
CREW --

-- THE TEAM
HAS REGISTERED AN
INCREDIBLE APPROVAL
LEVEL -- HIGHER EVEN
THAN THE *AVENGERS*
AFTER THEIR PUBLIC
DEBUT.

"STREET VENDORS
HAVE *ALREADY*
BEGUN SELLING
BOOTLEG
THUNDERBOLTS
T-SHIRTS
AND CAPS --

"-- AND BUSINESS IS REPORTEDLY
QUITE BRISK. IN ADDITION, OUR
MOBILE REPORTERS GOT SOME VERY
UNUSUAL MAN-ON-THE-STREET
REACTIONS --

"--FROM THE ABOVE-STREET REACTION OF THE AMAZING SPIDER-MAN --"

BELIEVE ME, THE WRECKING CREW ARE NO **PUSHOVERS** -- AND I'VE GOT REASON TO **KNOW!**

AFTER THE WAY THE **T-BOLTS** HANDLED 'EM --

"-- TO THE NEW WARRIORS, WHO WE FOUND CAPTURING SOME **CRACK DEALERS** --"

WE'VE BEEN WORKING 'ROUND THE **CLOCK** SINCE THE **ONSLAUGHT** TRAGEDY. WE'RE **DELIGHTED** TO HAVE SOME **HELP** --

-- THE **MORE**, THE **MERRIER**.

HEY, HOW COME WE NEVER GET PRESS THIS **GOOD** --?

"-- AND NATASHA ROMANOFF, THE **BLACK WIDOW** -- FORMER LEADER OF THE **MIGHTY AVENGERS** --"

MADAME NATASHA! MADAME NATASHA!

WHAT'S YOUR **OPINION** OF THE **THUNDERBOLTS**?

I THINK IT IS A **VERY GOOD** THING --

-- THAT **NEW CHAMPIONS** **ARISE** WHEN OTHERS HAVE **FALLEN**. NOW, IF YOU'LL **EXCUSE** ME..

--WELL, THEY'RE **OKAY** IN MY **BOOK!**



EVEN
UNION
SPOKESMEN
HAVE
SAID --

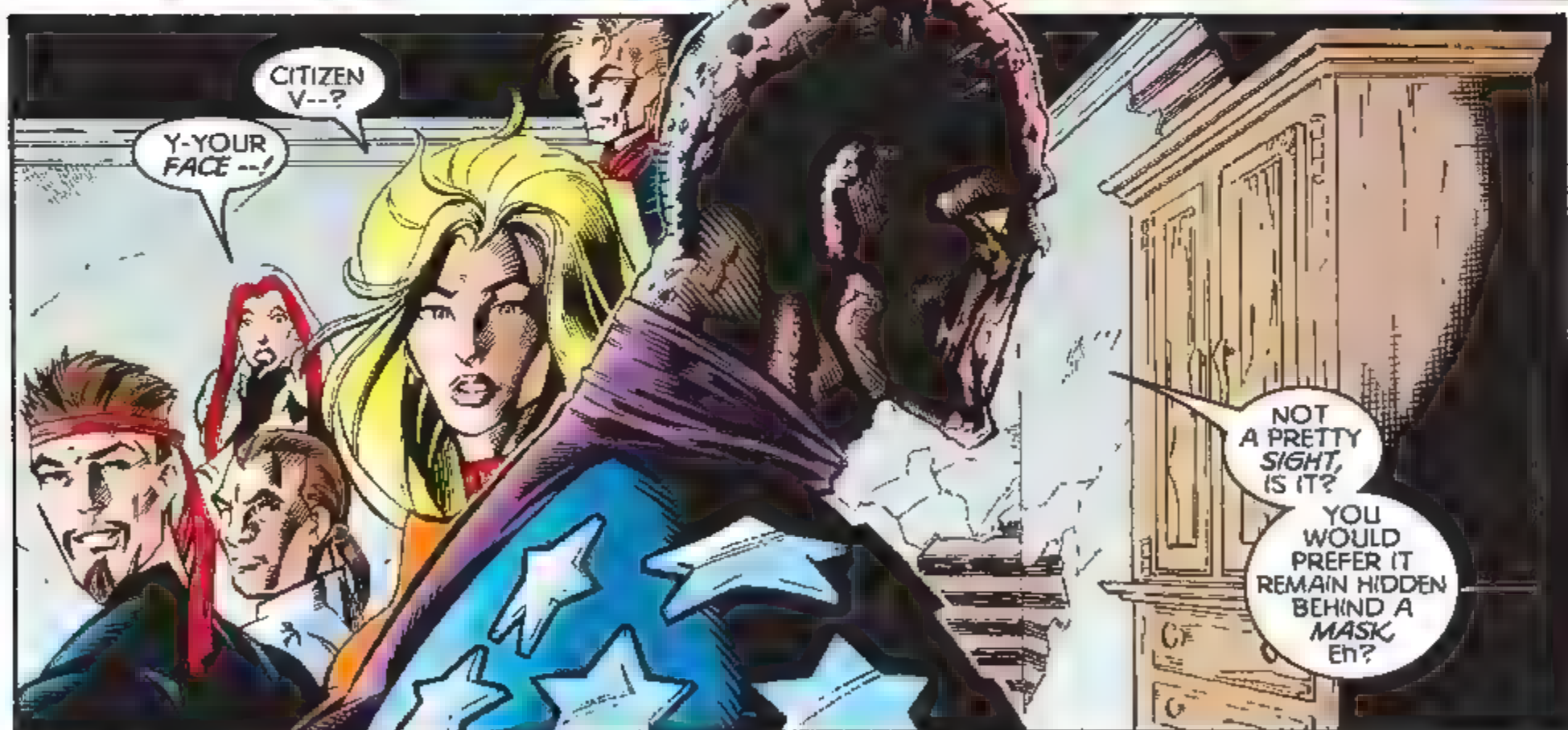
-- BUT THAT
IN THE SPIRIT OF
HARMONY, THEY'RE
WILLING TO OVERLOOK
IT, AT LEAST THIS
TIME.

WELL,
I SHOULD
THINK
SO!

A
TRIUMPH
INDEED.

EVEN
THOSE PAID TO
OBJECT TO OUR
ACTIONS WELCOME US,
TRULY --WE HAVE
SUCCEEDED BEYOND
OUR WILDEST
DREAMS.

-- THAT THEY
SHOULD BE FILING
COMPLAINTS OVER THE
THUNDERBOLTS'
NON-UNION REPAIR
WORK ON THE
STATUE OF
LIBERTY --



CITIZEN
V--?

Y-YOUR
FACE --!

NOT
A PRETTY
SIGHT,
IS IT?

YOU
WOULD
PREFER IT
REMAIN HIDDEN
BEHIND A
MASK.
Eh?



VERY
WELL.

BUT NOT
THE MASK
MILLIONS HAVE
COME TO TRUST
TODAY.



INSTEAD, I'LL
WEAR A RATHER
OLDER MASK --

-- A MASK
WITH DARKER
ASSOCIATIONS --

-- THE
MASK OF
HELMUT, 13TH
BARON
ZEMO --

-- AND THE
LEADER OF THE

**MASTERS
OF EVIL!**

YOU
HAVE DONE WELL,
MY THUNDERBOLTS --
OR PERHAPS I SHOULD
USE YOUR OTHER
CODE-NAMES.

FIXER.

BEETLE.

SCREAMING
MIMI.

GOLIATH.

AND
MOONSTONE
IN
TIME, MY
FRIENDS --

"-- THE WORLD WILL
DISCOVER WHAT A VIPER
IT HAS CLASPED TO ITS
BREAST, BUT BY THEN
IT WILL BE TOO LATE --

"-- FAR
TOO
LATE!"

AND IN A DANK, FETID
CELL, MILES FROM THE
CITY, HALLIE TAKAHAMA
PRAYS DESPERATELY FOR
SOMEONE -- ANYONE --
TO SAVE HER...

...BUT HER PRAYERS
REMAIN UNANSWERED.

SECRET
IDENTITIES



MARVEL
COMICS



HULK

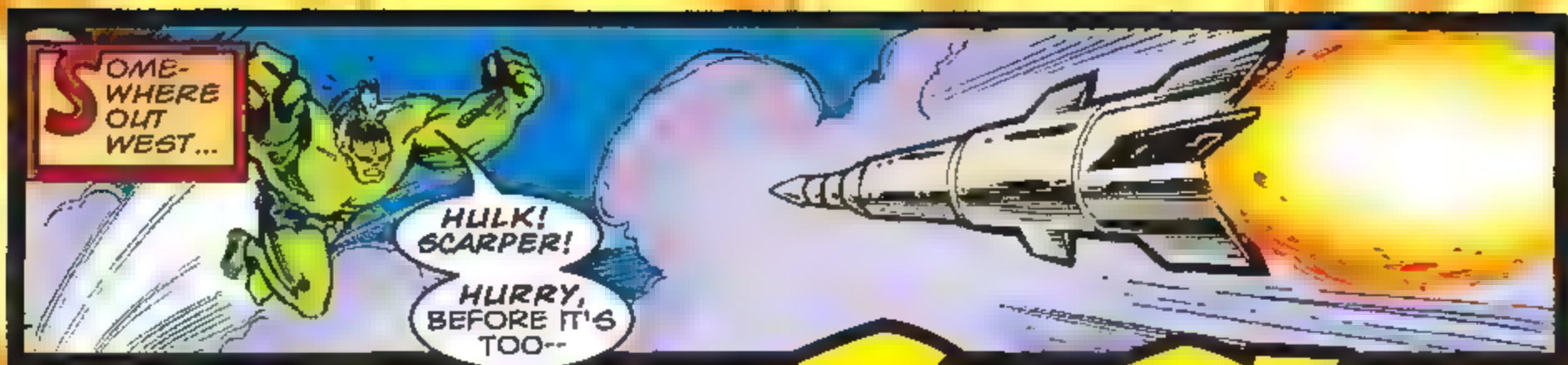
JAN '87 448

THE INCREDIBLE HULK



INTRODUCING THE
THUNDERBOLTS!





SOME-
WHERE
OUT
WEST...

HULK!
SCARPER!

HURRY,
BEFORE IT'S
TOO--

BRAK

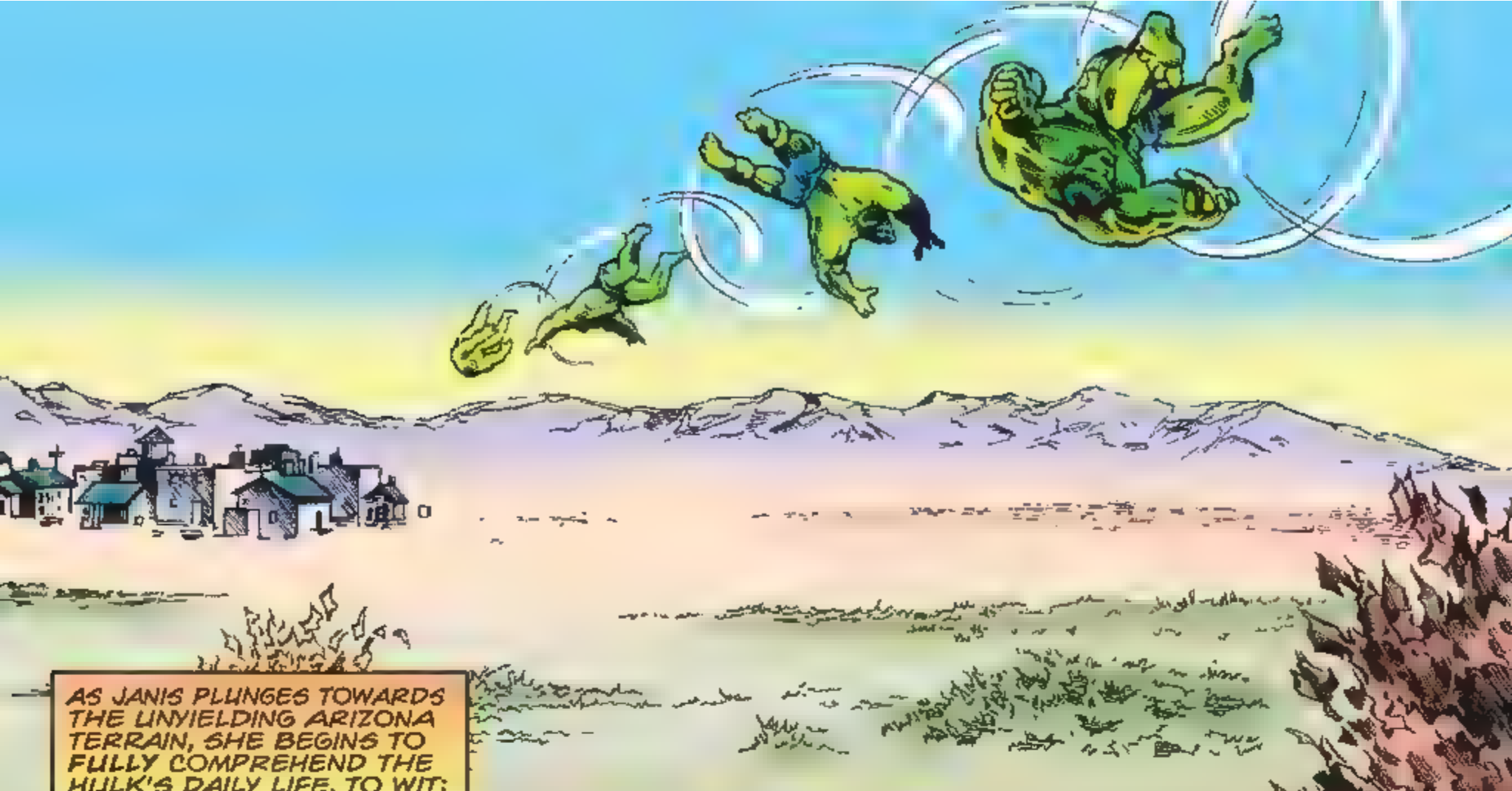


PETER DAVID Writer
MIKE DEODATO JR. Penciller

TOM WERZYN Inker
OLYVIA OLIVER Colorist

MS/COMICART/KF Letters
BOBBIE CHASE Editor

BOB HARRAS Editor in Chief



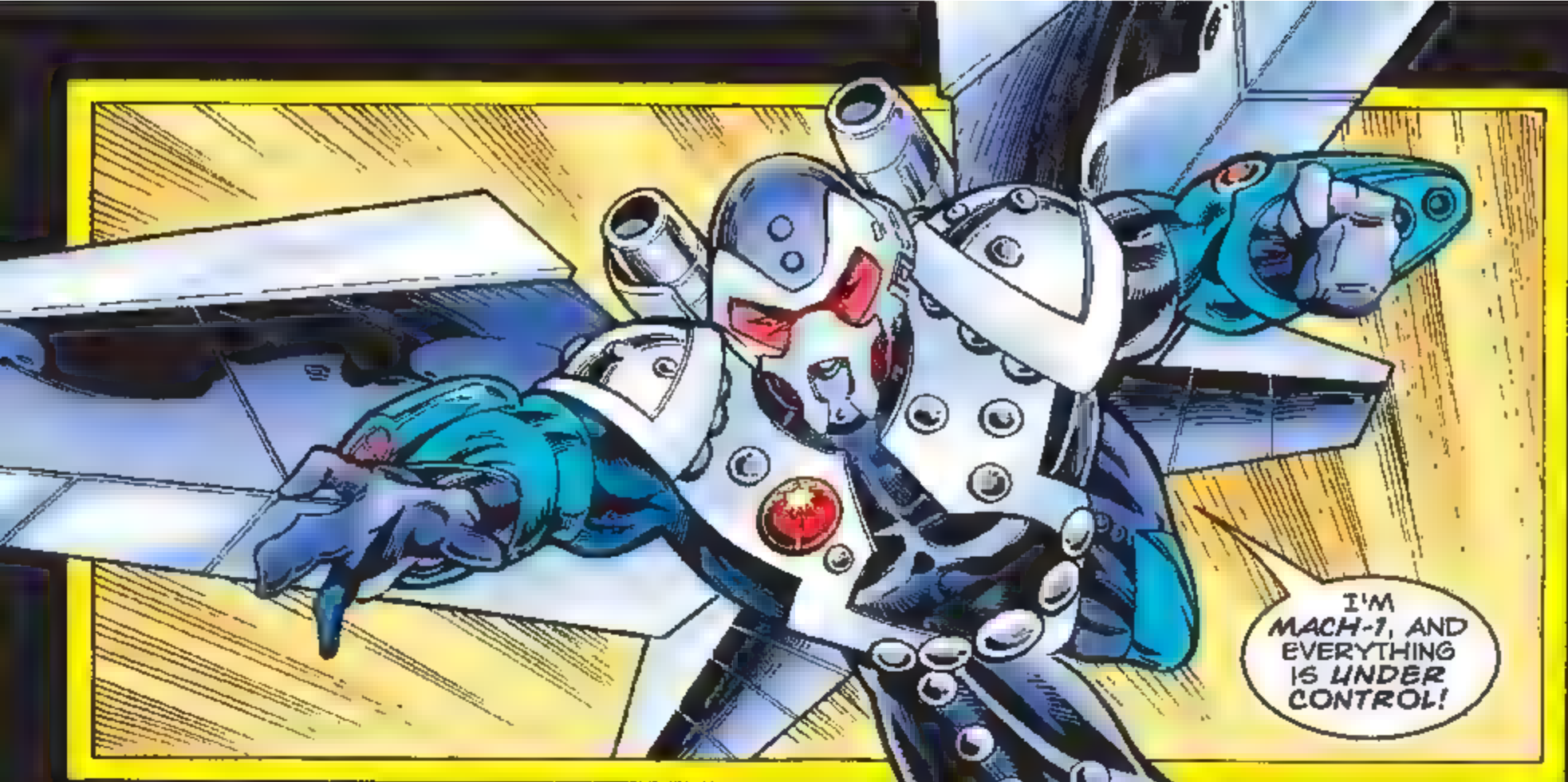
AS JANIS PLUNGES TOWARDS THE UNYIELDING ARIZONA TERRAIN, SHE BEGINS TO FULLY COMPREHEND THE HULK'S DAILY LIFE, TO WIT:

"MIND YOUR OWN BUSINESS UNTIL SOMEONE SHOOTS YOU."

SHE'S UNDERSTOOD IT INTELLECTUALLY, BUT NOT VISCERALLY.

DON'T WORRY, MISS! I'VE GOT YOU!



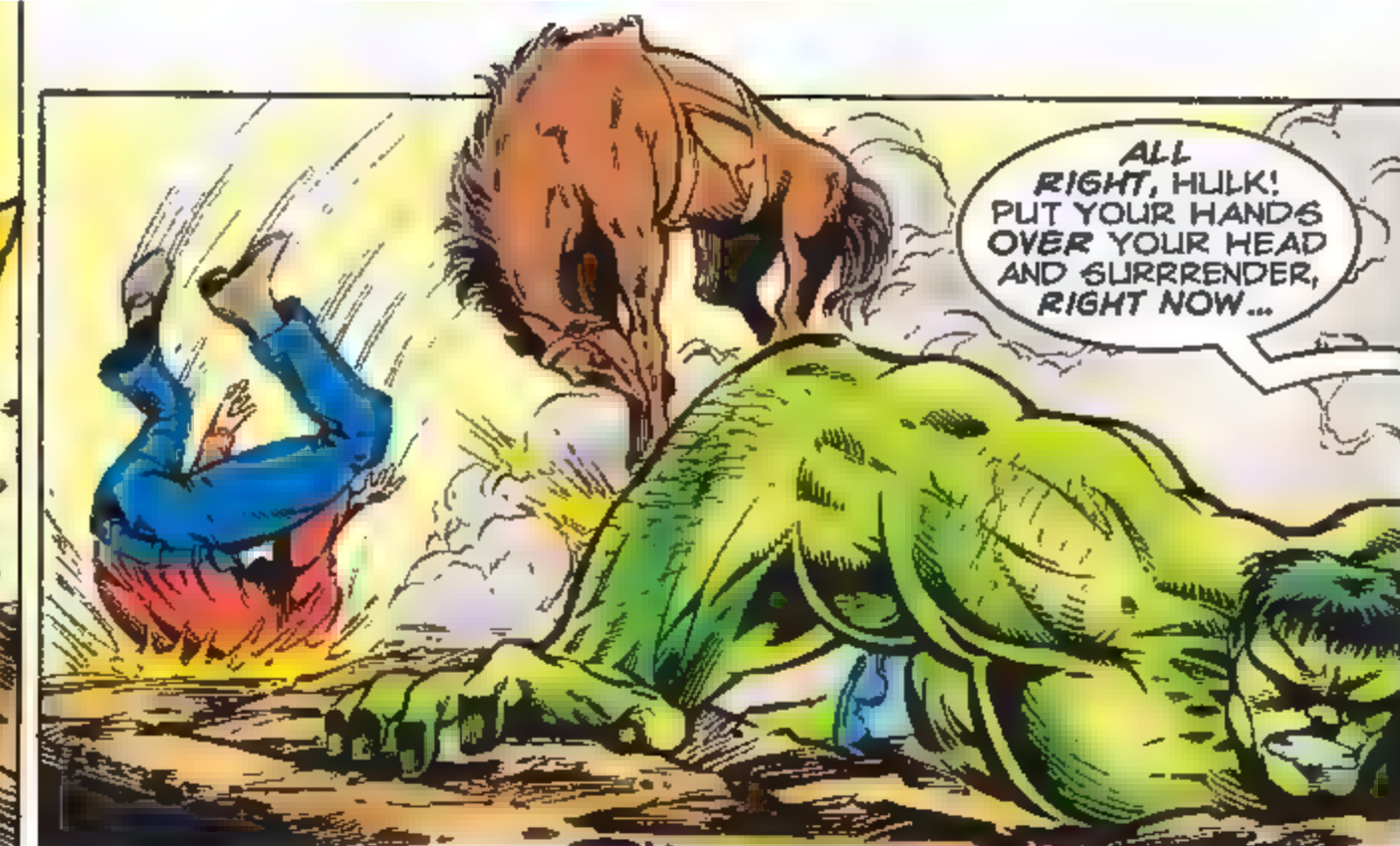
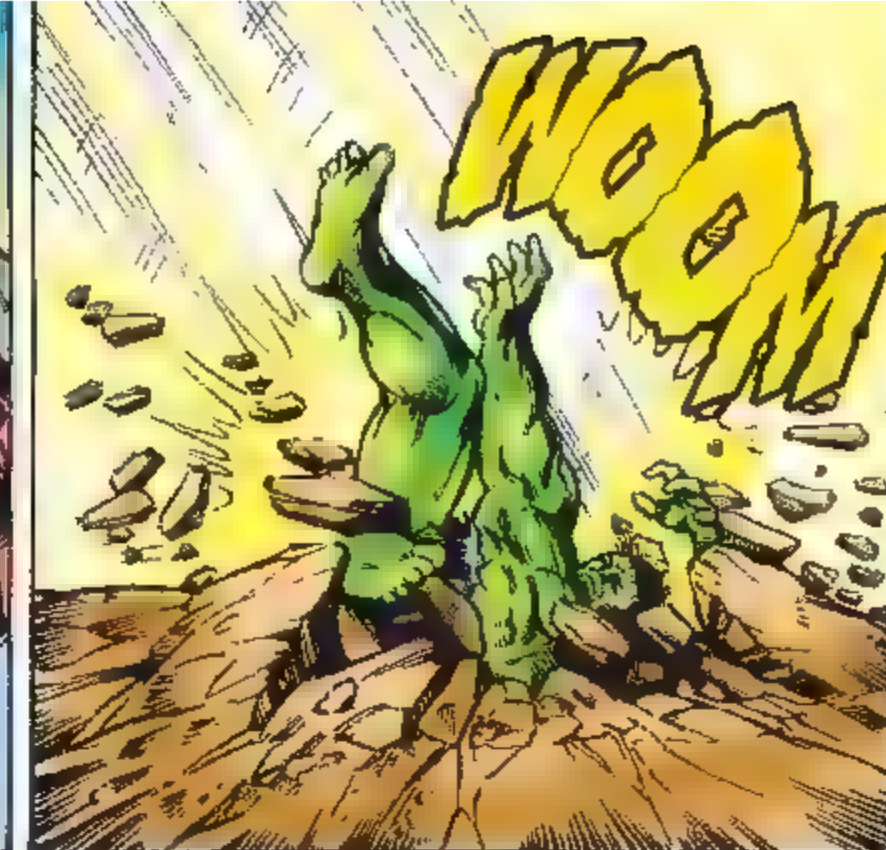
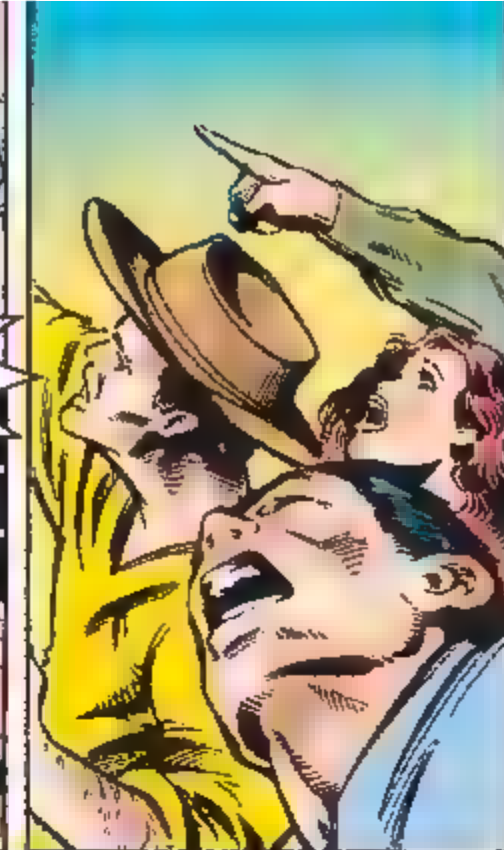
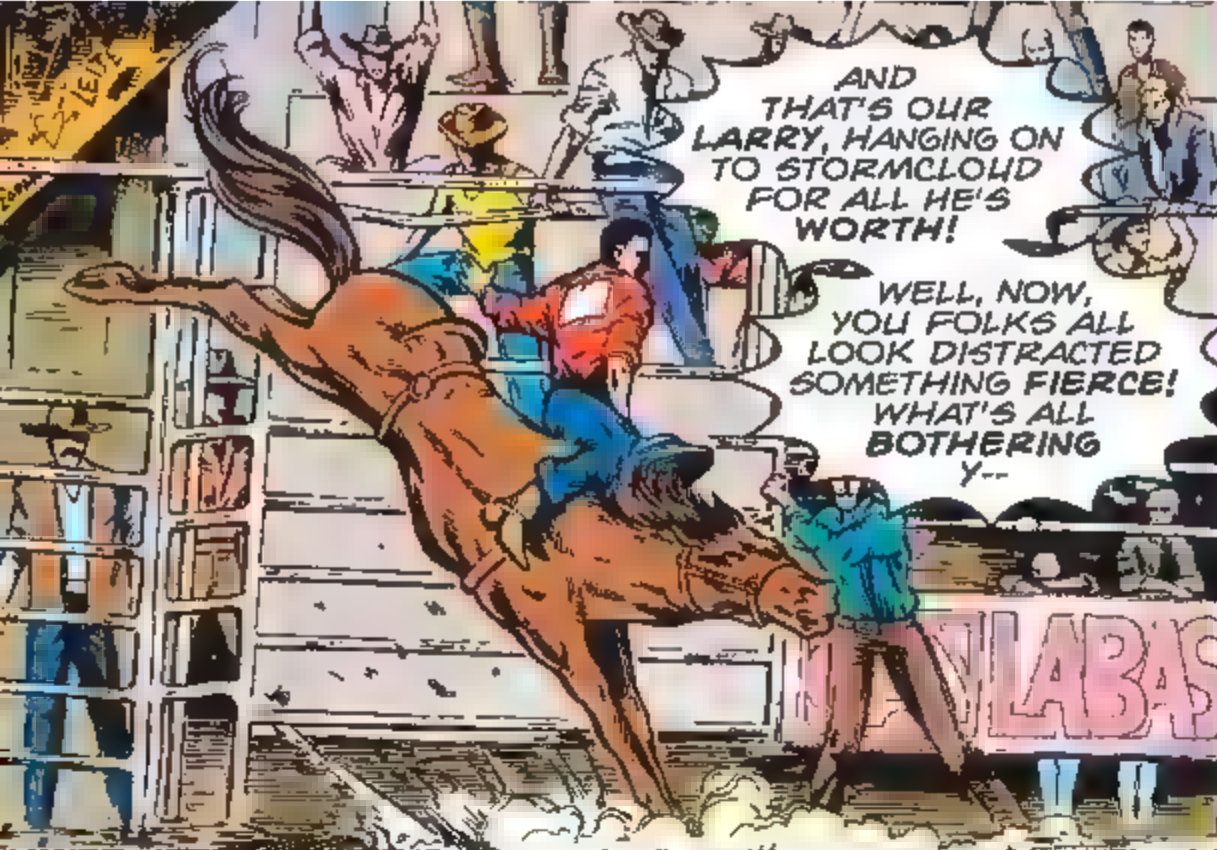


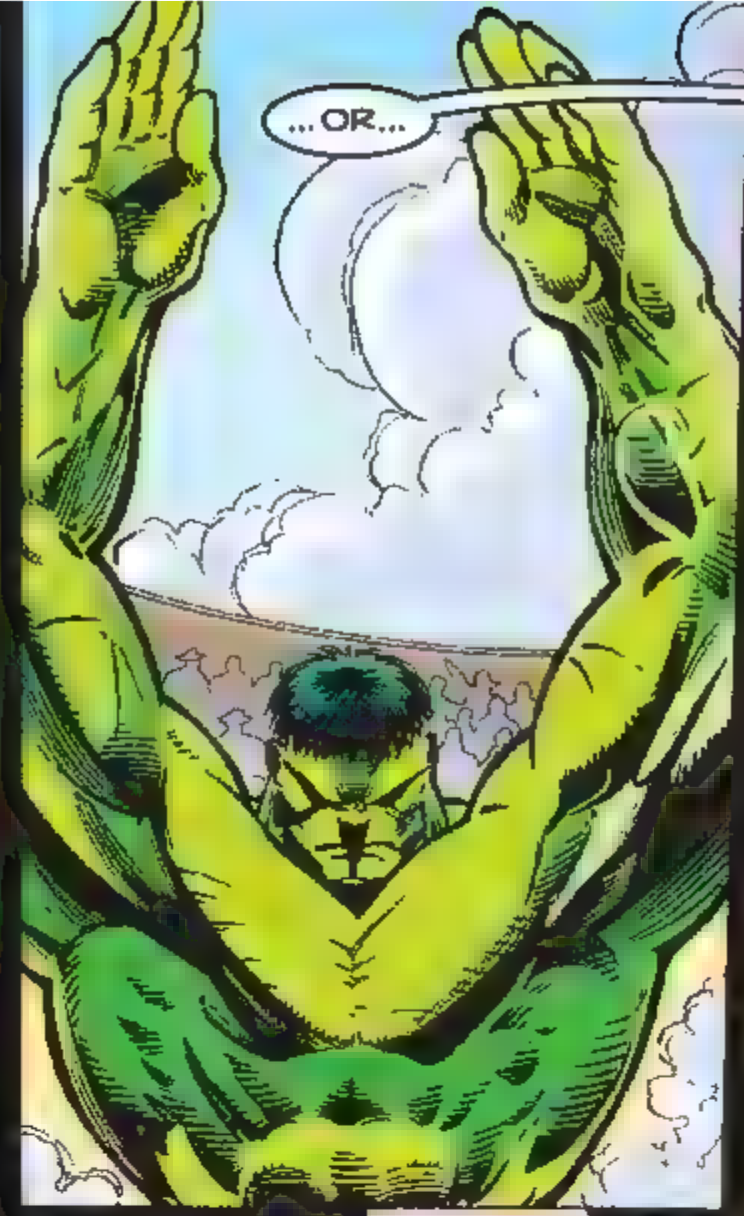
I'M
MACH-1, AND
EVERYTHING
IS UNDER
CONTROL!



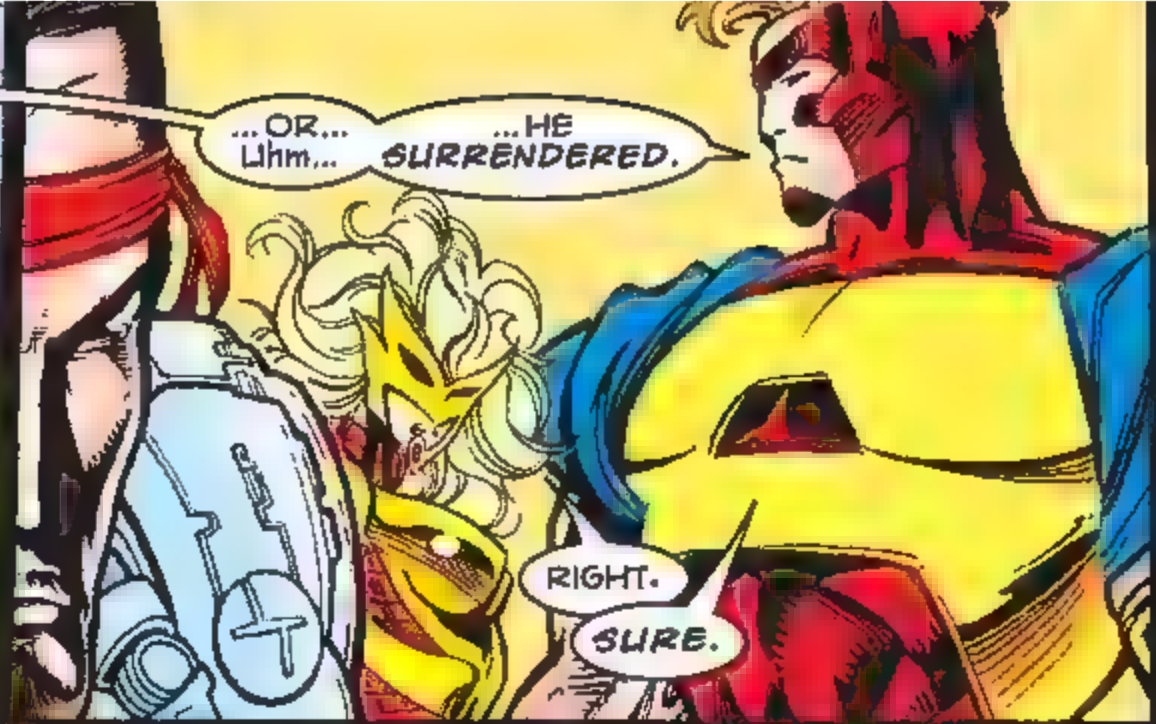
OUR
REPORTS SAID
THE HULK HAD A
WOMAN WITH HIM.
BUT DON'T WORRY,
YOU'RE SAFE
NOW.

MORE'N I
CAN SAY FOR
YOU, FLARK-
HEAD!





...OR...

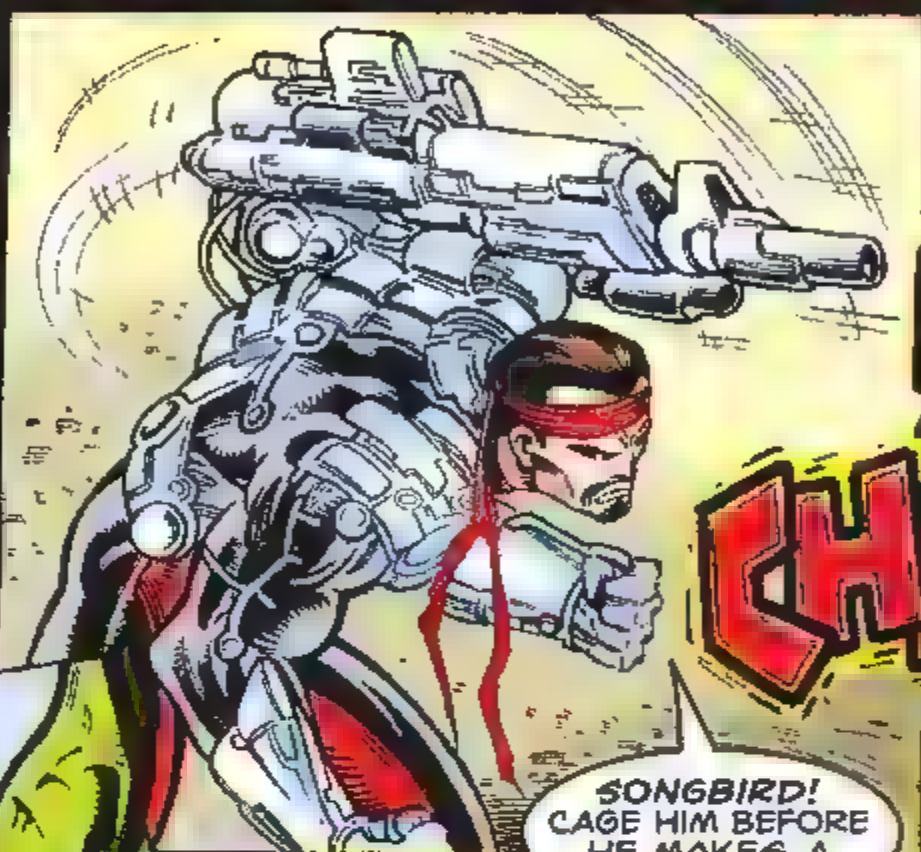


...OR...
Uhm...

...HE
SURRENDERED.

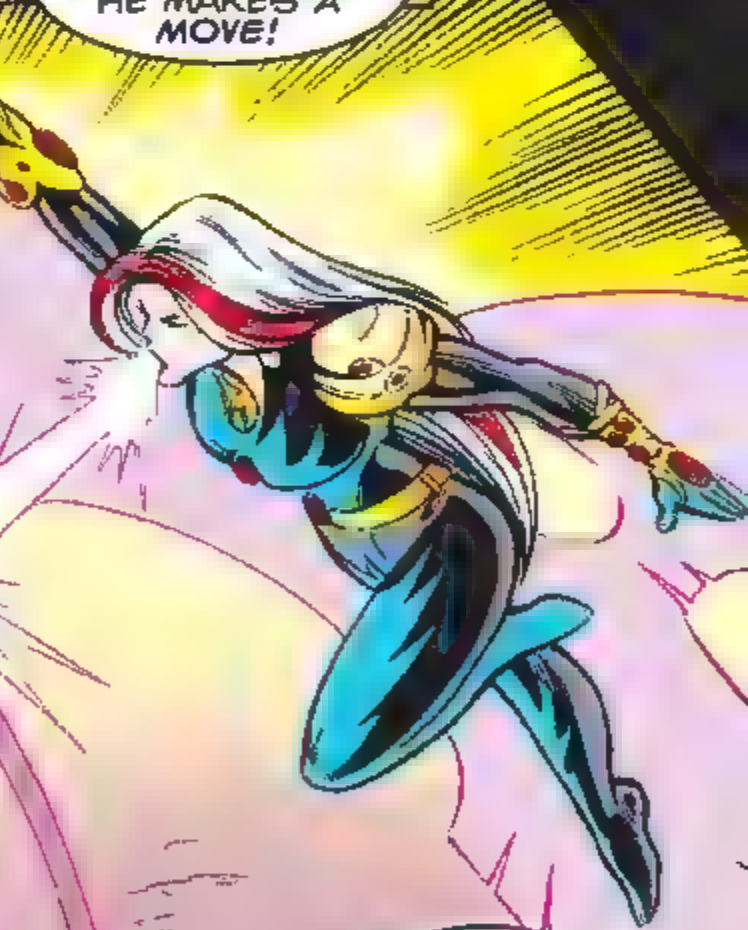
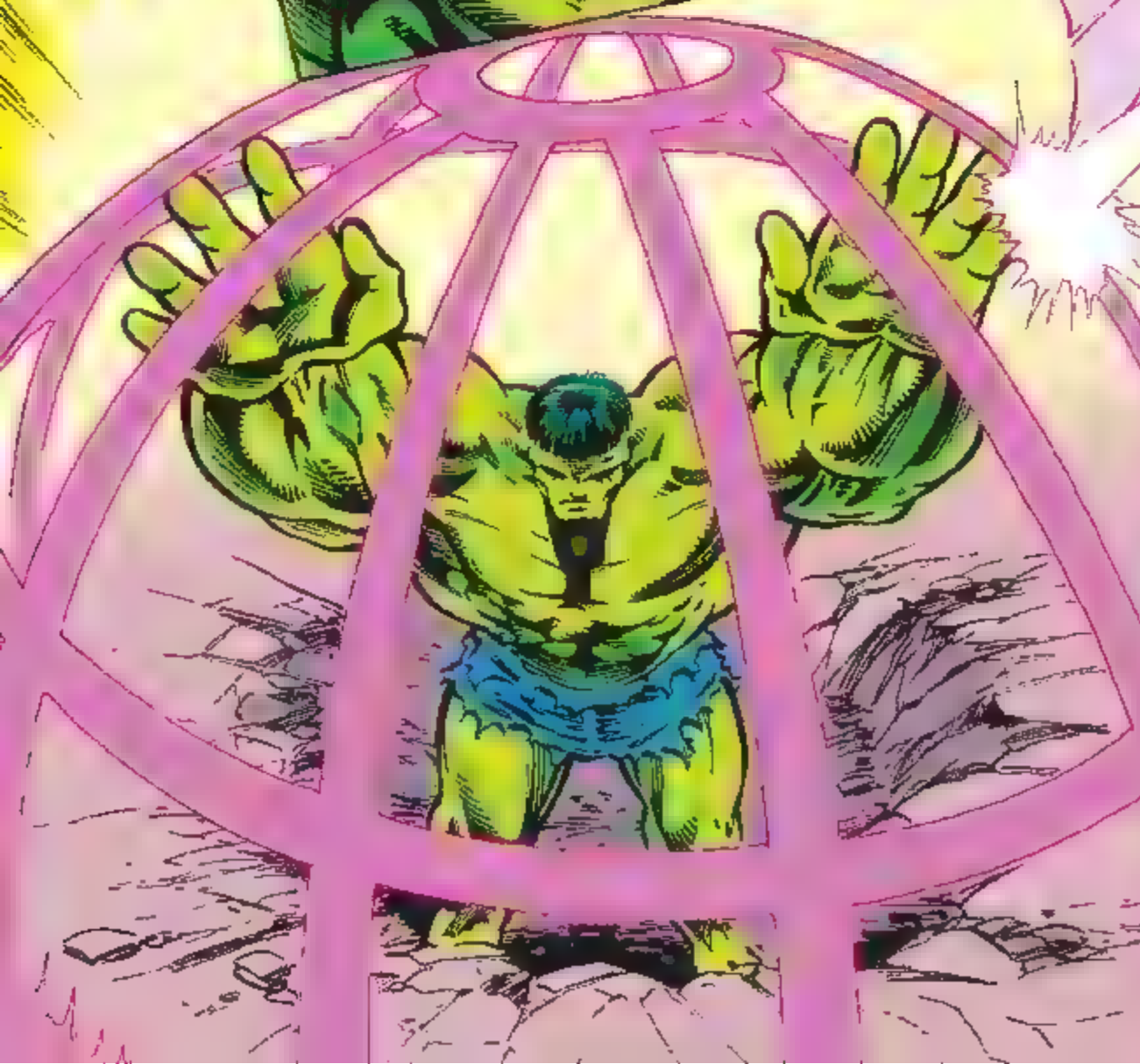
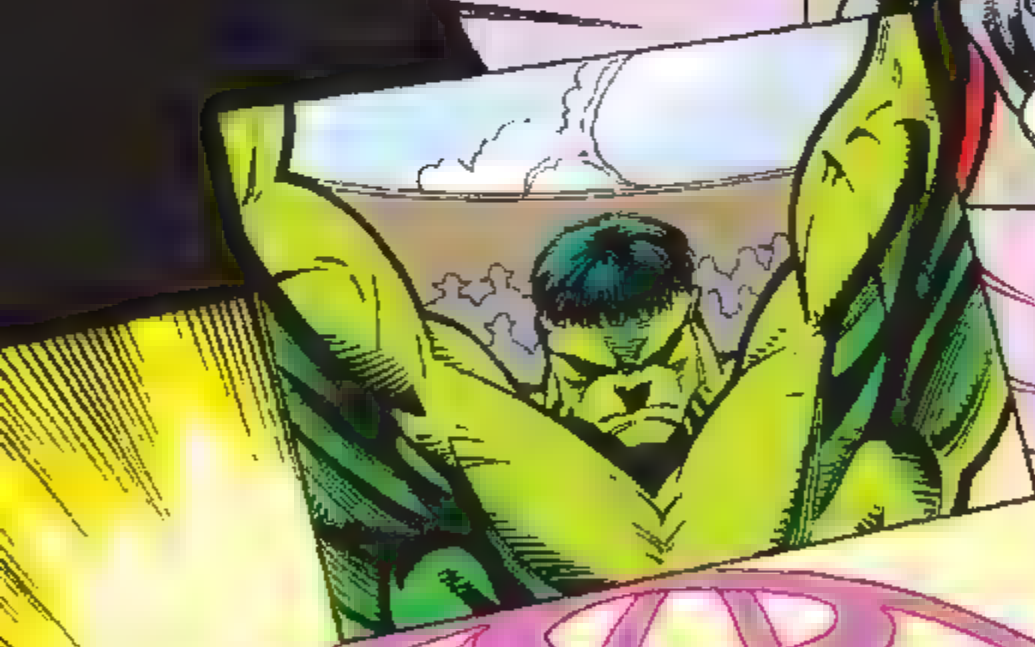
RIGHT.

SURE.



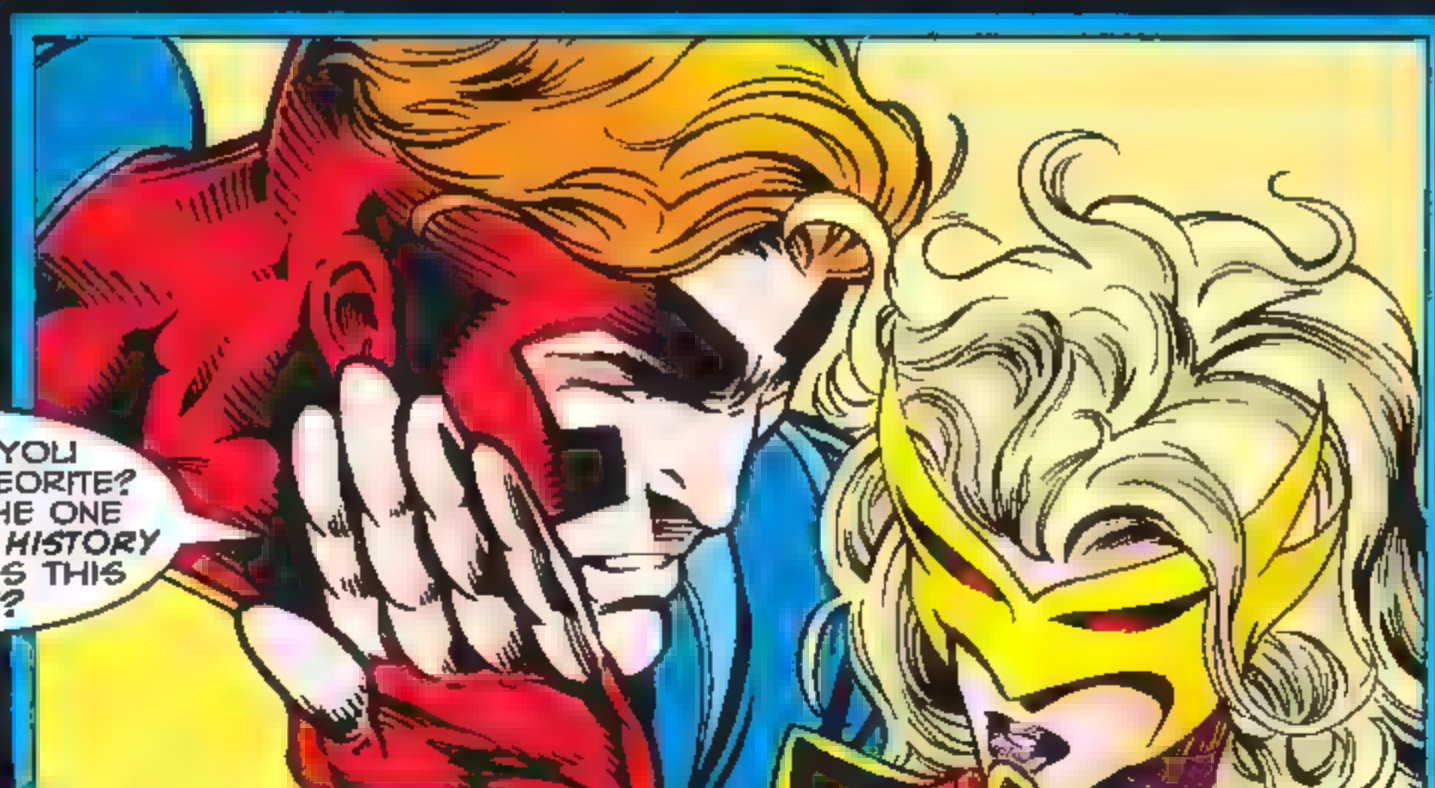
**KA
CHAK**

SONGBIRD!
CAGE HIM BEFORE
HE MAKES A
MOVE!

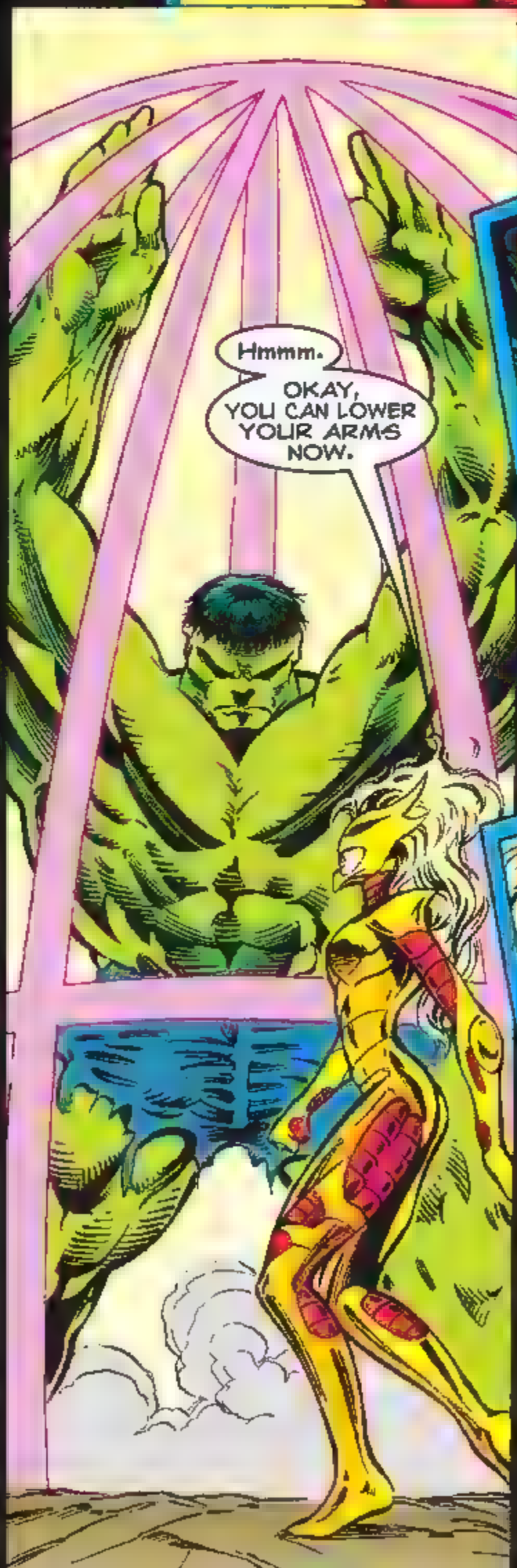


THAT'S,
UH, SOME
MOVE HE'S
GOT THERE,
TECHNO.

WHO
ASKED YOU,
ATLAS?



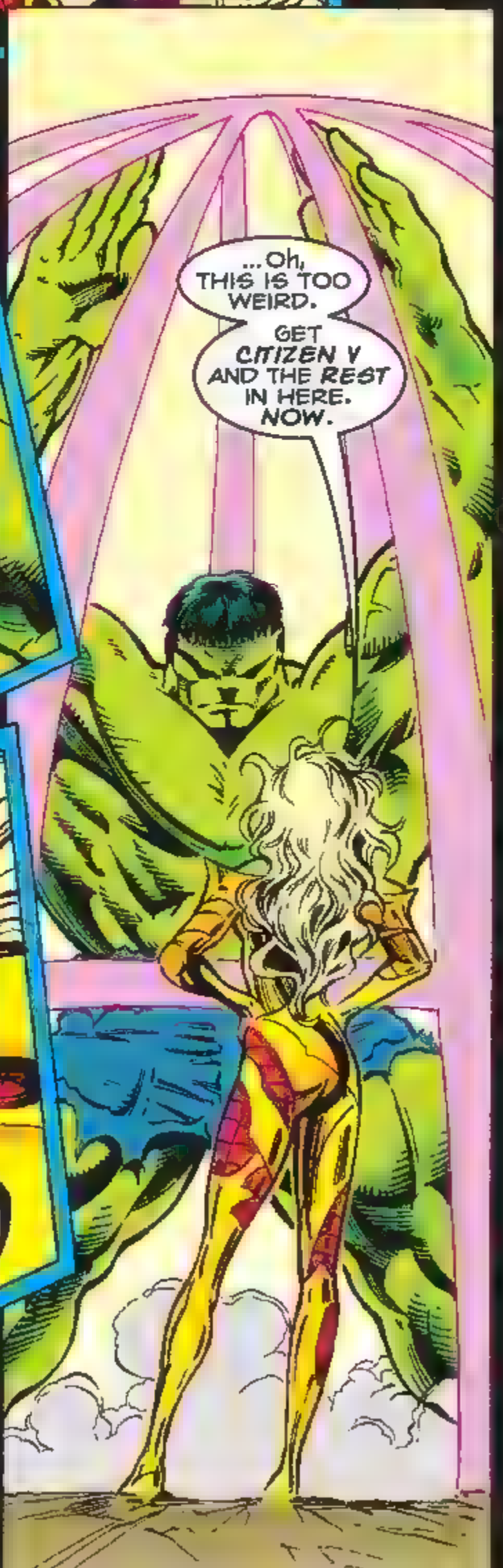
WHATTAYOU
THINK, METEORITE?
YOU'RE THE ONE
WHO'S GOT A HISTORY
WITH HIM. IS THIS
LEGIT?



Hmmm.
OKAY,
YOU CAN LOWER
YOUR ARMS
NOW.



I
SAID...



...Oh,
THIS IS TOO
WEIRD.
GET
CITIZEN V
AND THE REST
IN HERE.
NOW.

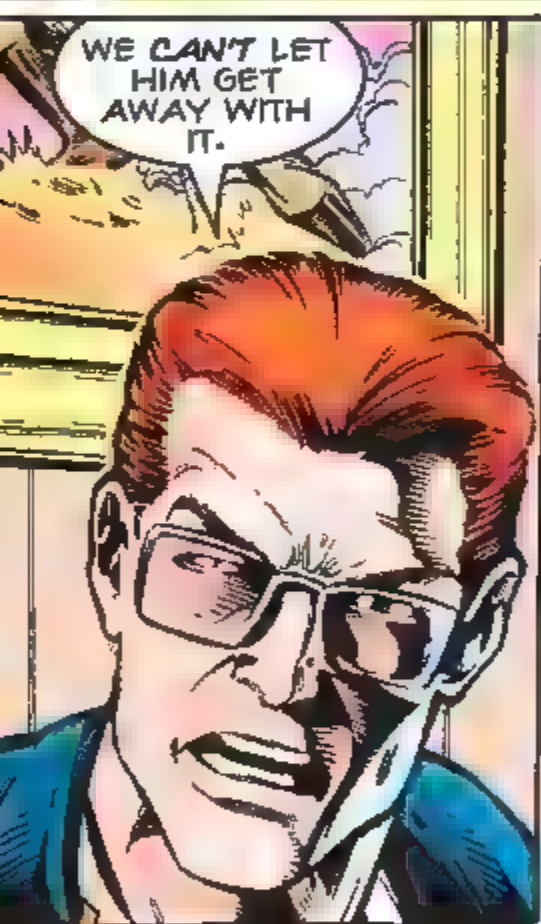
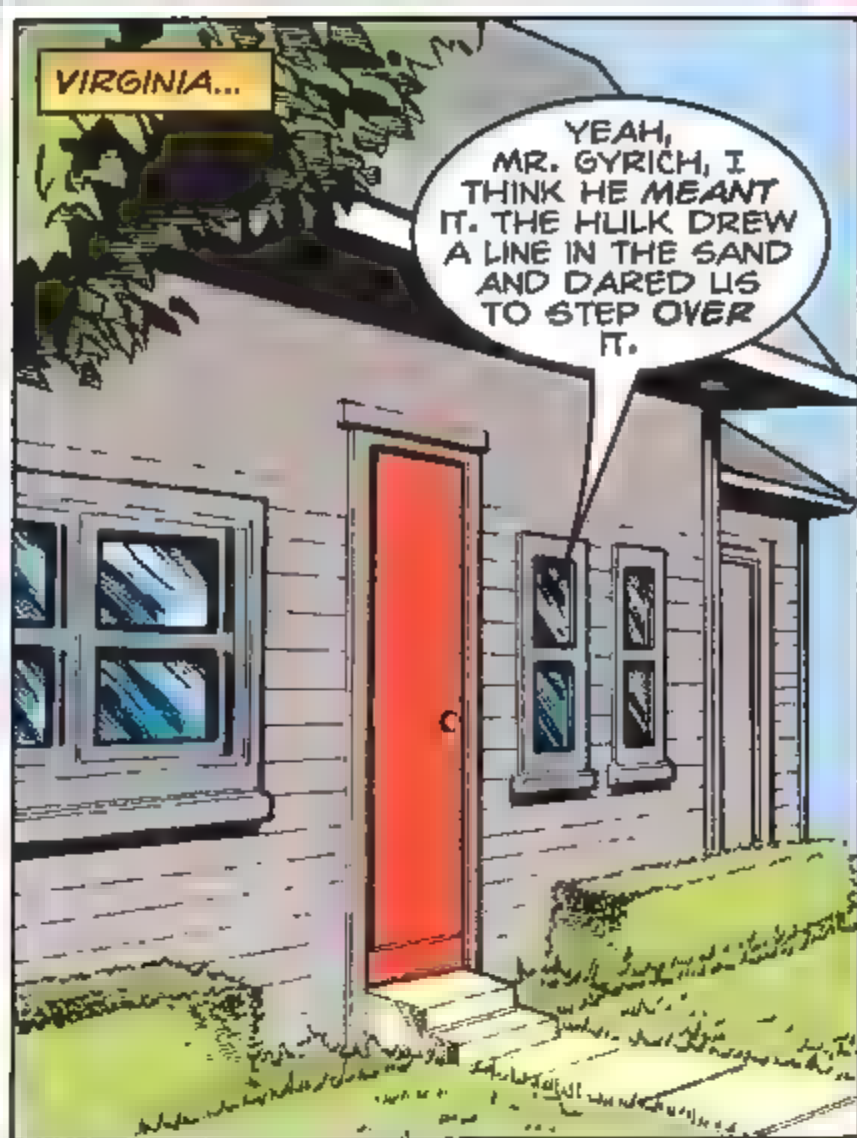


MEANTIME...

...AS THE REVERSE THRUSTS FROM JANIS'S STAFF GRANT HER A SAFE, IF ROUGH LANDING...

NOW WHERE'S HE OFF TO IN SUCH A FLARKIN' HURRY?

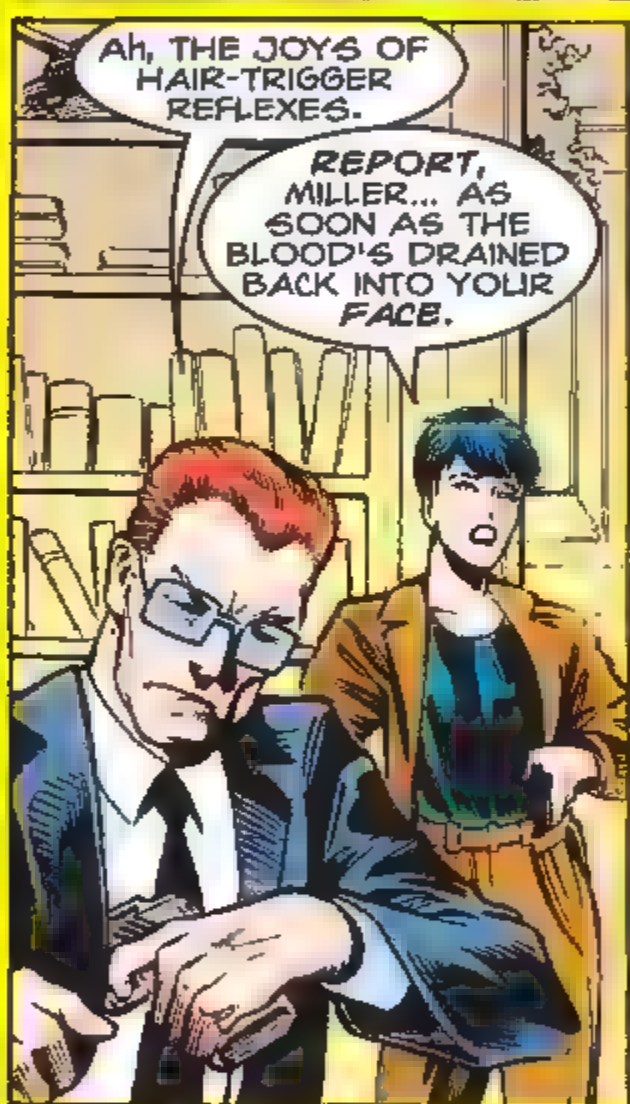
WELL HE CAN FORGET ABOUT IT, 'CAUSE I GOT A BONE TO PICK WITH THAT ONE.





COLONEL,
I HAVE
A --
-- uh --

-- IT CAN
WAIT --



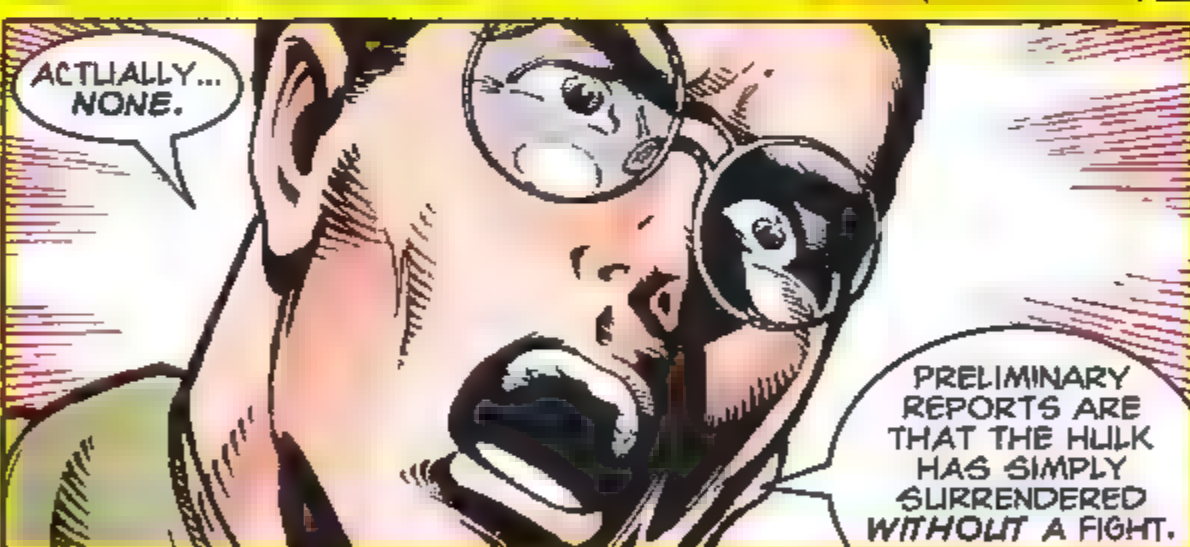
Ah, THE JOYS OF
HAIR-TRIGGER
REFLEXES.

REPORT,
MILLER... AS
SOON AS THE
BLOOD'S DRAINED
BACK INTO YOUR
FACE.



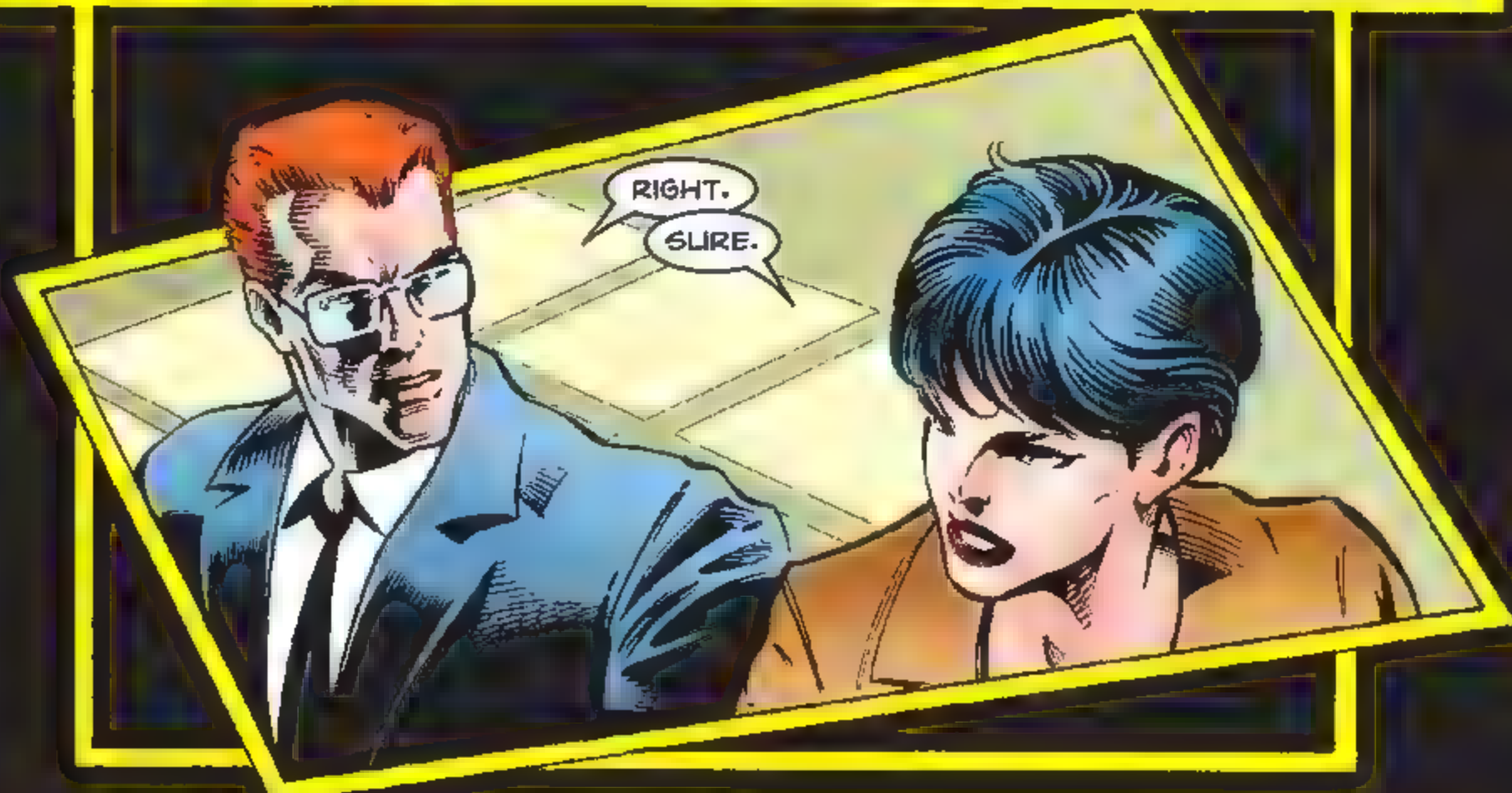
COLONEL, A HULK SITUATION
HAS DEVELOPED IN ARIZONA.
A NEW GROUP OF COSTUMED
INDIVIDUALS HAS
CHALLENGED
HIM.

DAMAGE
THIS FAR?



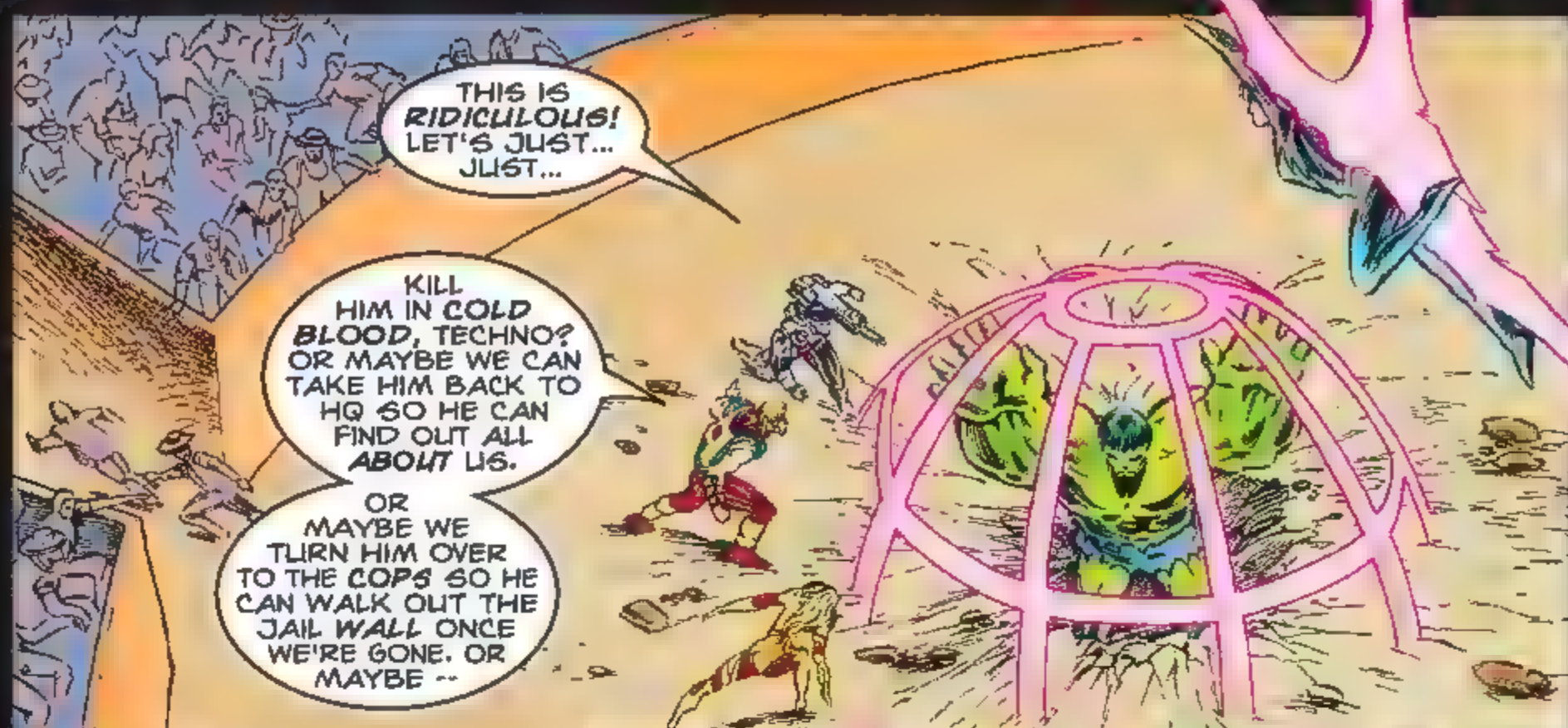
ACTUALLY...
NONE.

PRELIMINARY
REPORTS ARE
THAT THE HULK
HAS SIMPLY
SURRENDERED
WITHOUT A FIGHT.



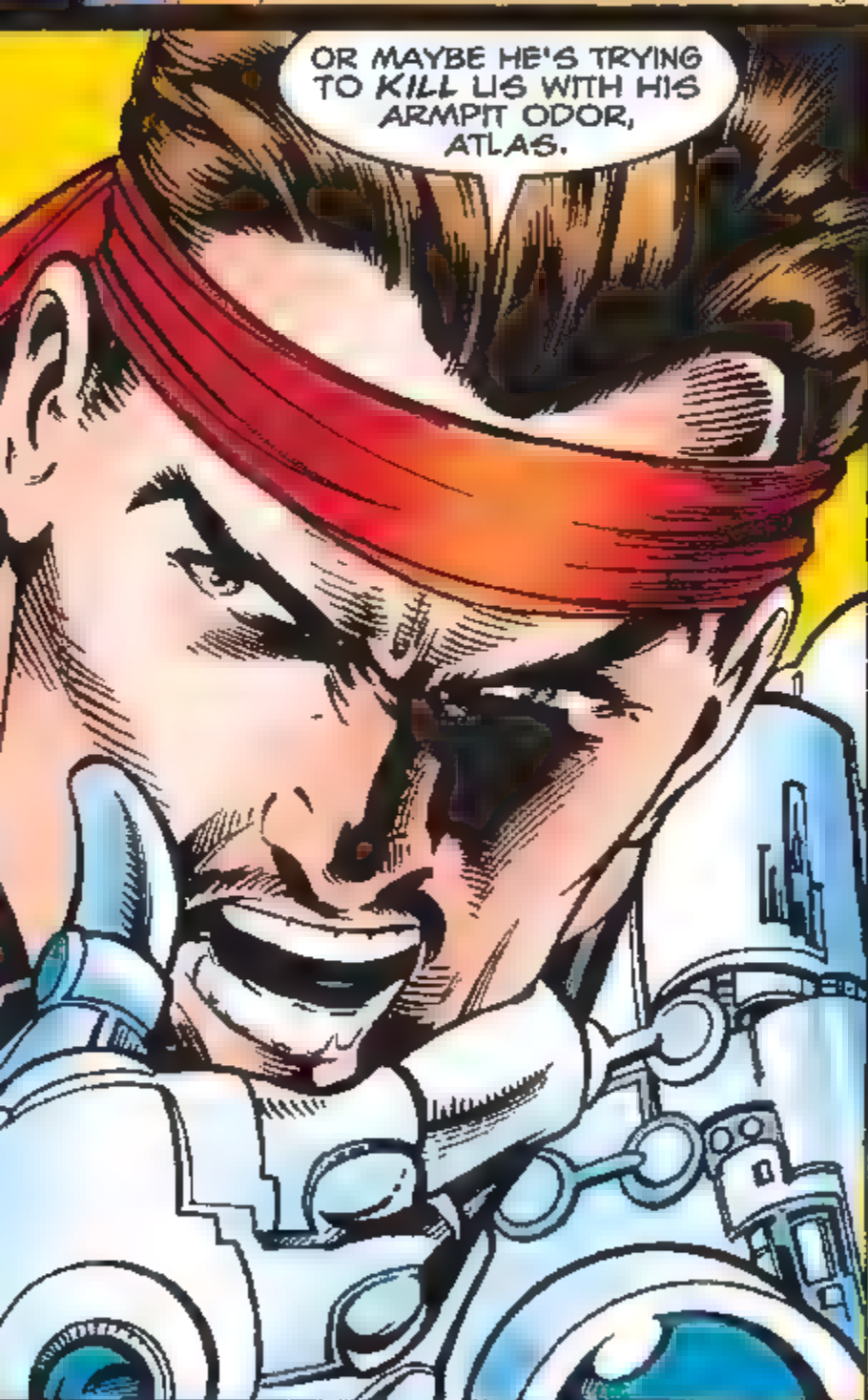
RIGHT.

SURE.



KILL HIM IN COLD BLOOD, TECHNO? OR MAYBE WE CAN TAKE HIM BACK TO HQ SO HE CAN FIND OUT ALL ABOUT US.

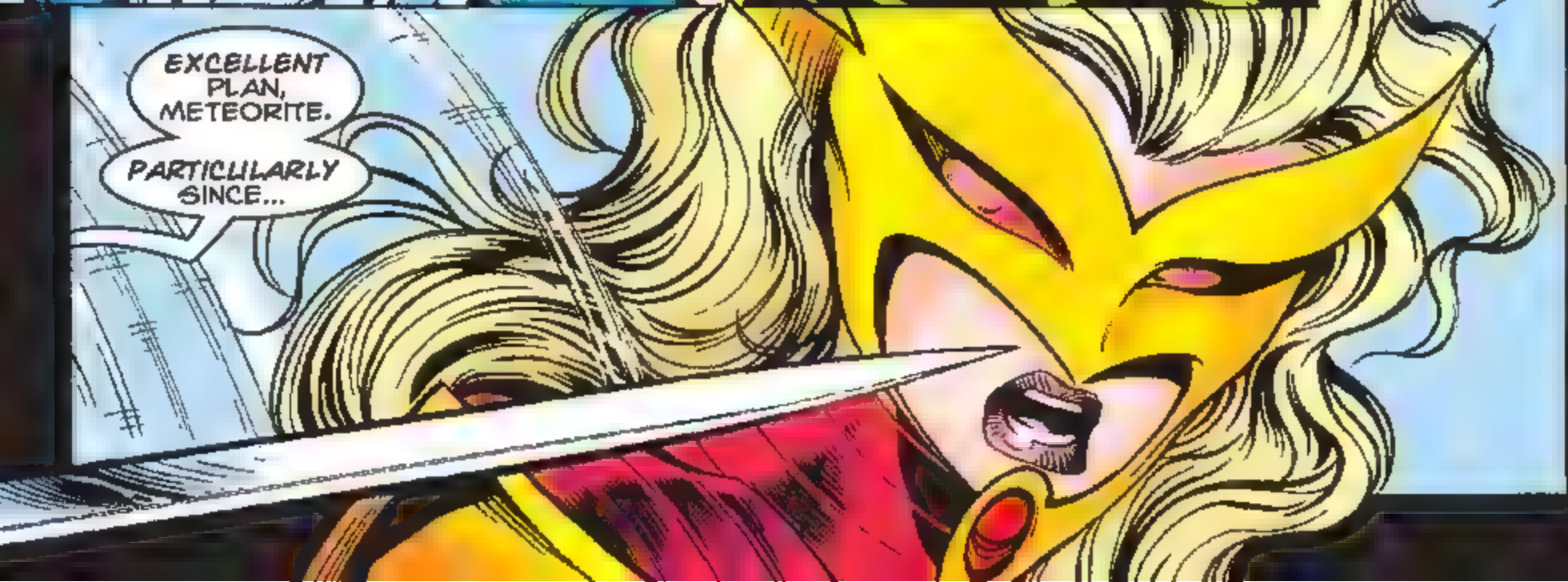
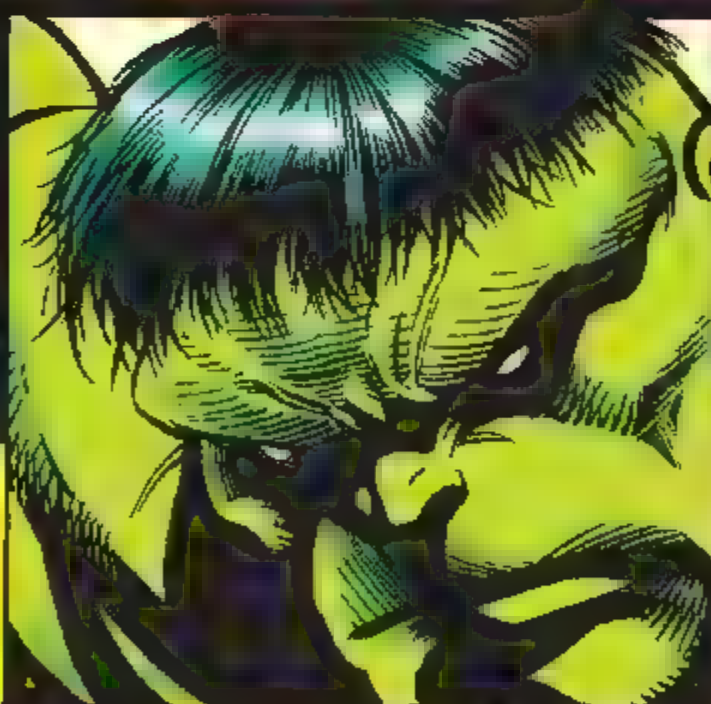
OR MAYBE WE TURN HIM OVER TO THE COPS SO HE CAN WALK OUT THE JAIL WALL ONCE WE'RE GONE. OR MAYBE --



OR MAYBE HE'S TRYING TO KILL US WITH HIS ARMPIT ODOR, ATLAS.



WE WAIT FOR CITIZEN V. THAT'S THE PLAN. PERIOD.



EXCELLENT PLAN, METEORITE.

PARTICULARLY SINCE...



...I AM
HERE.

WELL,
WELL, HULK...
I ADMIT WE
THUNDERBOLTS
WEREN'T QUITE SURE
WHAT TO EXPECT
WHEN WE DECIDED
TO CONFRONT
YOU.

BUT
IT WASN'T
ANYTHING
QUITE LIKE
THIS.

I AM
CITIZEN V. AND
CLEARLY YOU HAVE
SOMETHING ON YOUR
MIND. OUT WITH
IT.



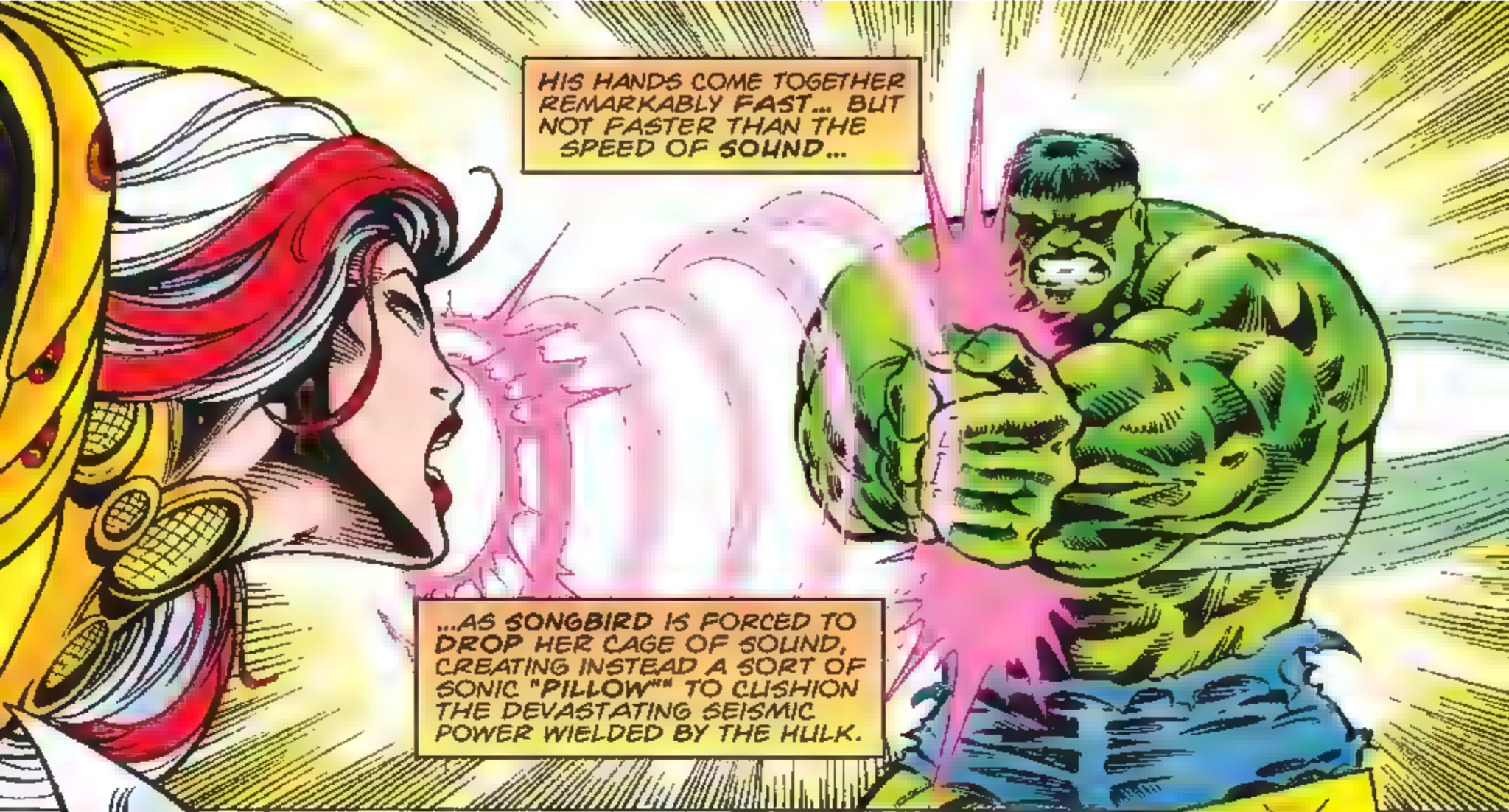
WELL?
WHAT
ARE YOU
WAITING
FOR?



I WAS
WAITING...

...FOR
ALL OF
YOU.

IN ONE
PLACE.

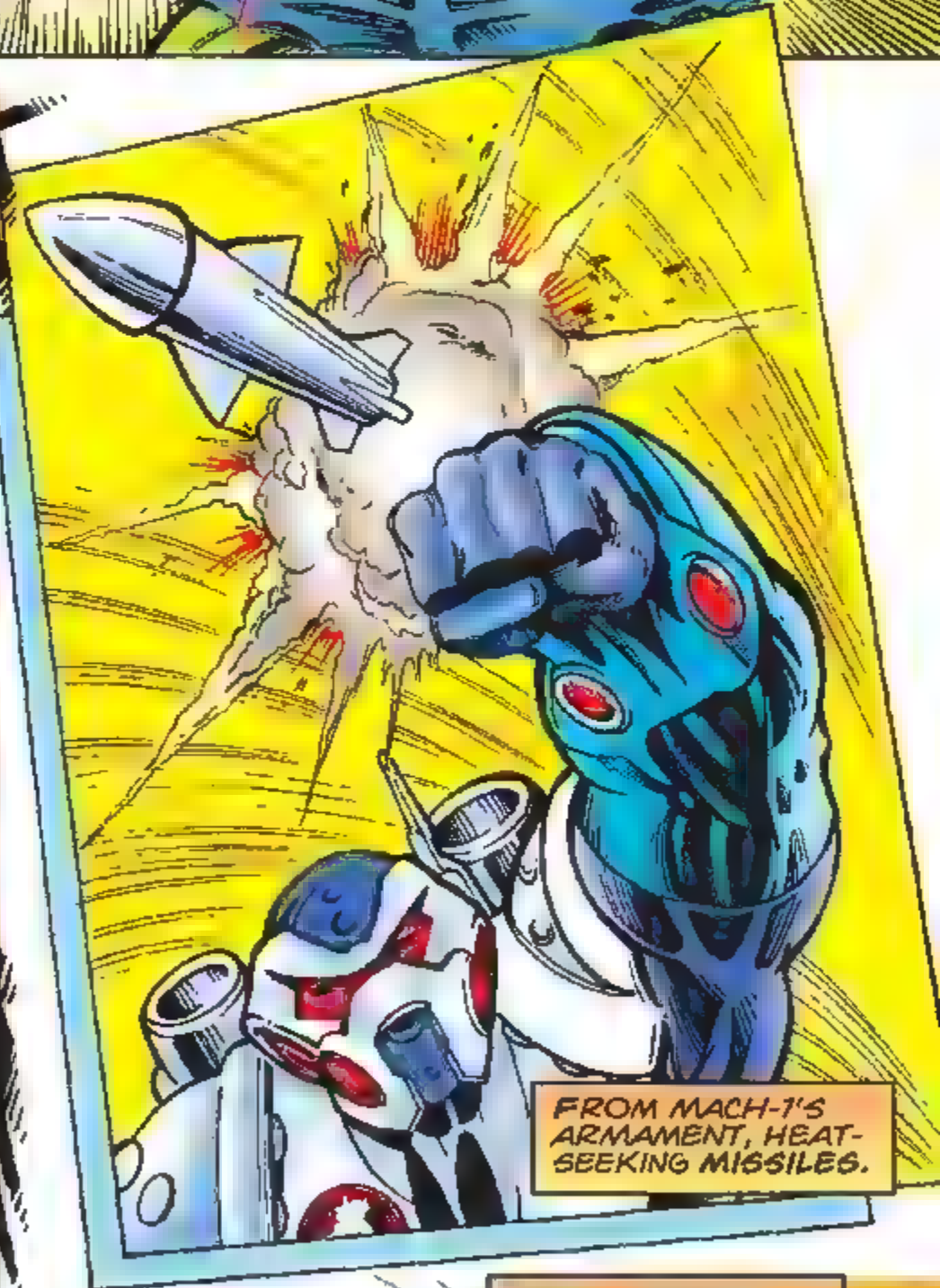


HIS HANDS COME TOGETHER
REMARKABLY FAST... BUT
NOT FASTER THAN THE
SPEED OF SOUND...

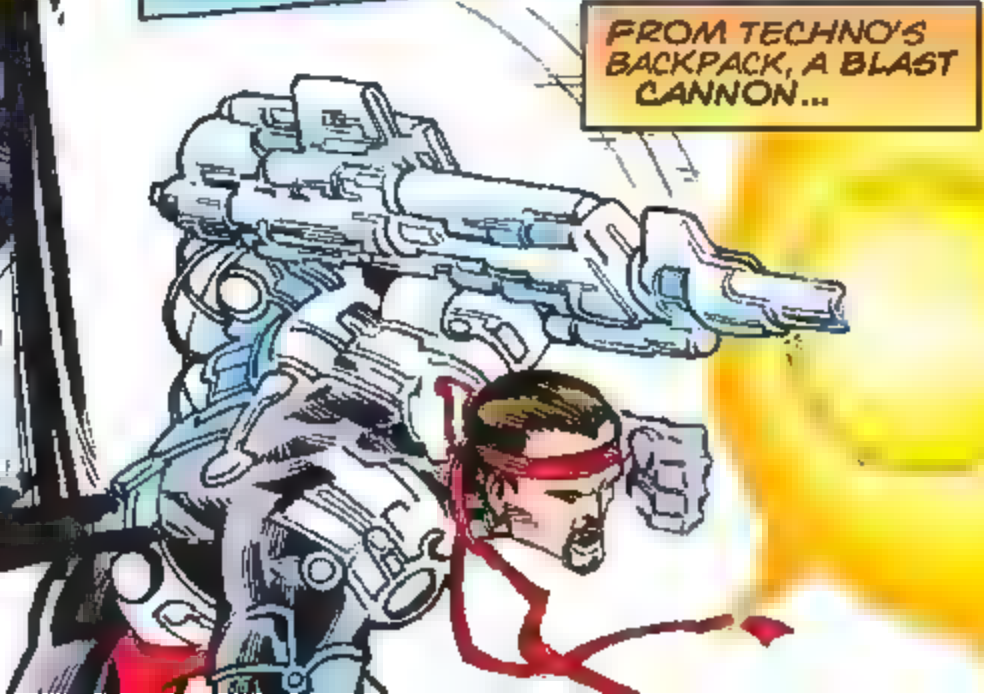
...AS SONGBIRD IS FORCED TO
DROP HER CAGE OF SOUND,
CREATING INSTEAD A SORT OF
SONIC "PILLOW" TO CUSHION
THE DEVASTATING SEISMIC
POWER WIELDED BY THE HULK.




AS I
THOUGHT!
MACH-1...
TECHNO... TAKE
HIM!



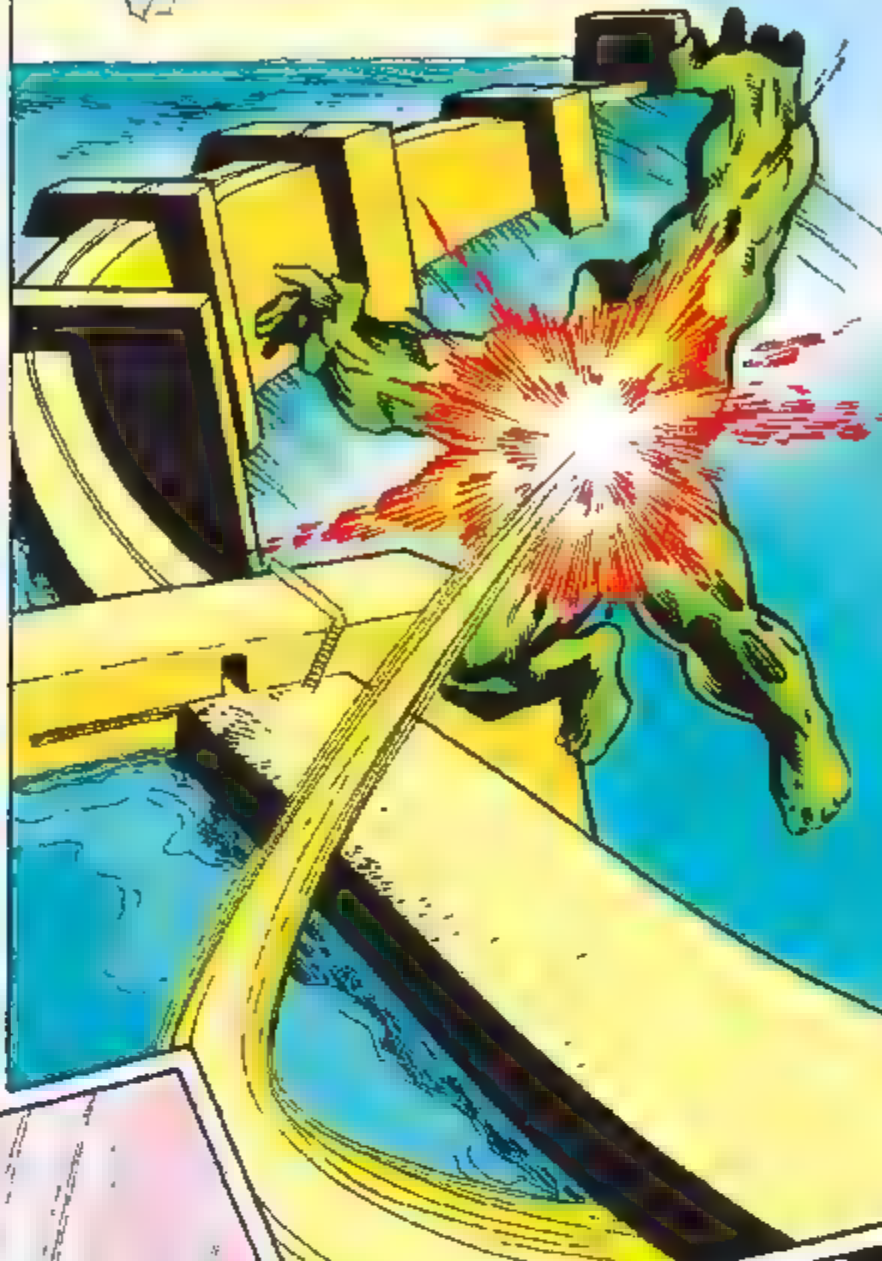
FROM MACH-1'S
ARMAMENT, HEAT-
SEEKING MISSILES.



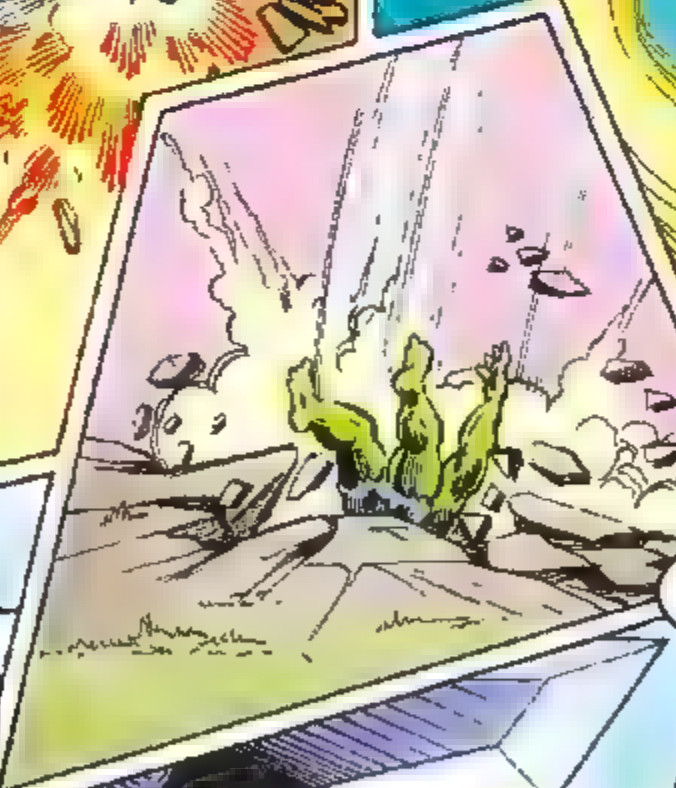
FROM TECHNO'S
BACKPACK, A BLAST
CANNON...



AND FROM THE HULK'S
THROAT, A CHUCKLE OF
CONTEMPT...



...BUT A CHUCKLE THAT'S
CHOKED OFF BY A BONE-
RATTLING IMPACT AS THE
SECOND OF THE MISSILES
CONNECTS.



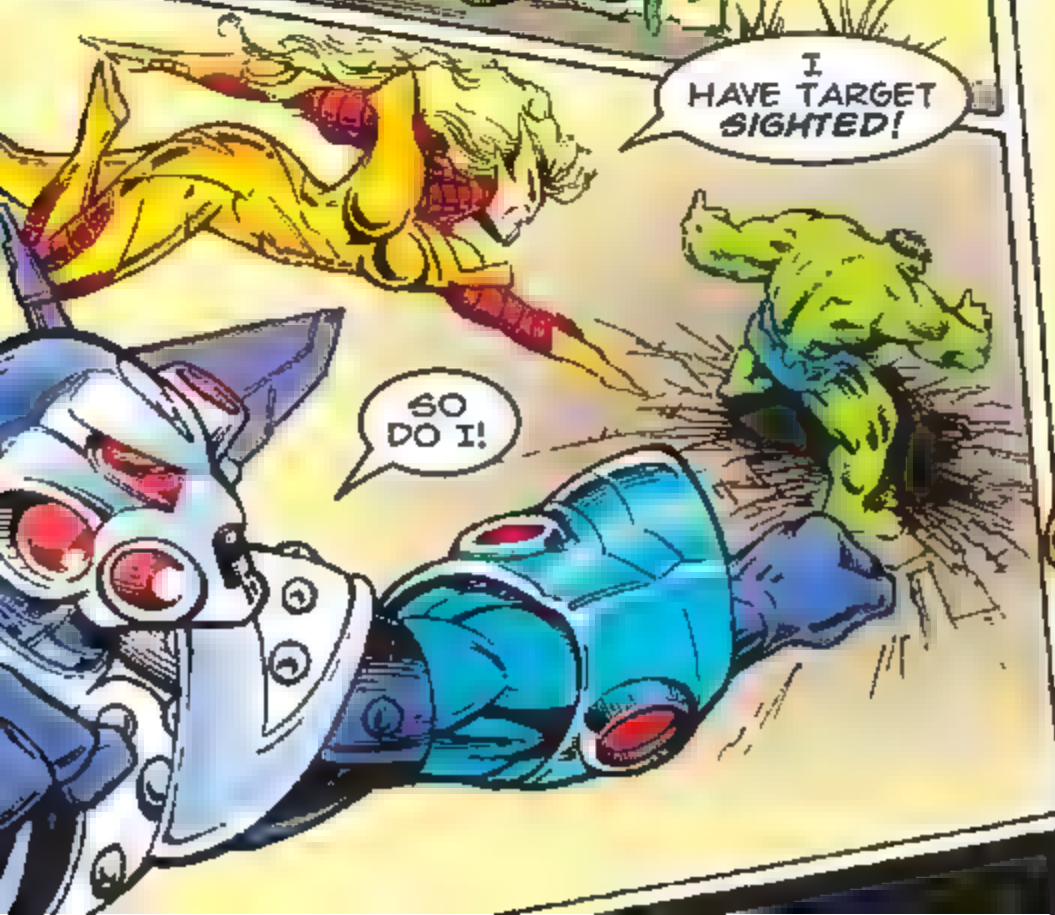
DON'T
LOSE TRACK
OF HIM! HE HAS
TO BE CONTAINED
IF AT ALL
POSSIBLE...

...DESTROYED
IF ABSOLUTELY
NECESSARY!

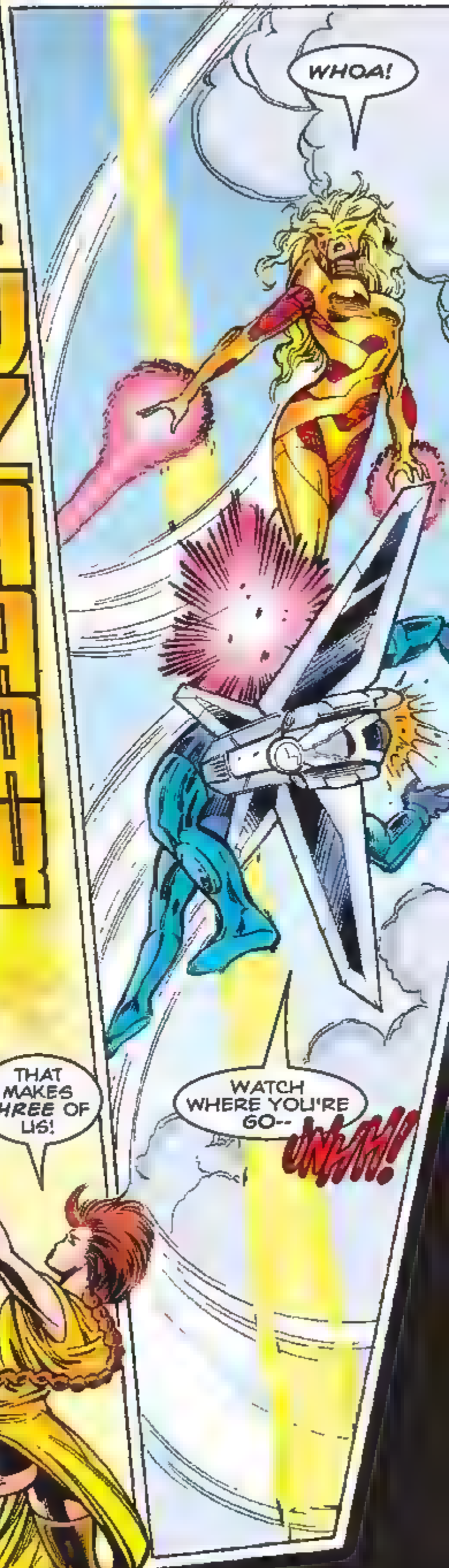



DESTROYED?
WHAT A WASTE
OF --

NO
BACK TALK NOW,
METEORITE.



FWZAAH





I DON'T KNOW WHO YOU ARE, LADY, OR WHY YOU MIXED INTO THIS.




BUT IF YOU'RE RUNNING WITH THE HULK...

...YOU'VE GOT TO BE BROUGHT DOWN!

HE SEES JANIS UNDER FIRE... THIS WOMAN TO WHOM HE HAS BEEN DRAWN FOR REASONS HE STILL CAN'T ARTICULATE.

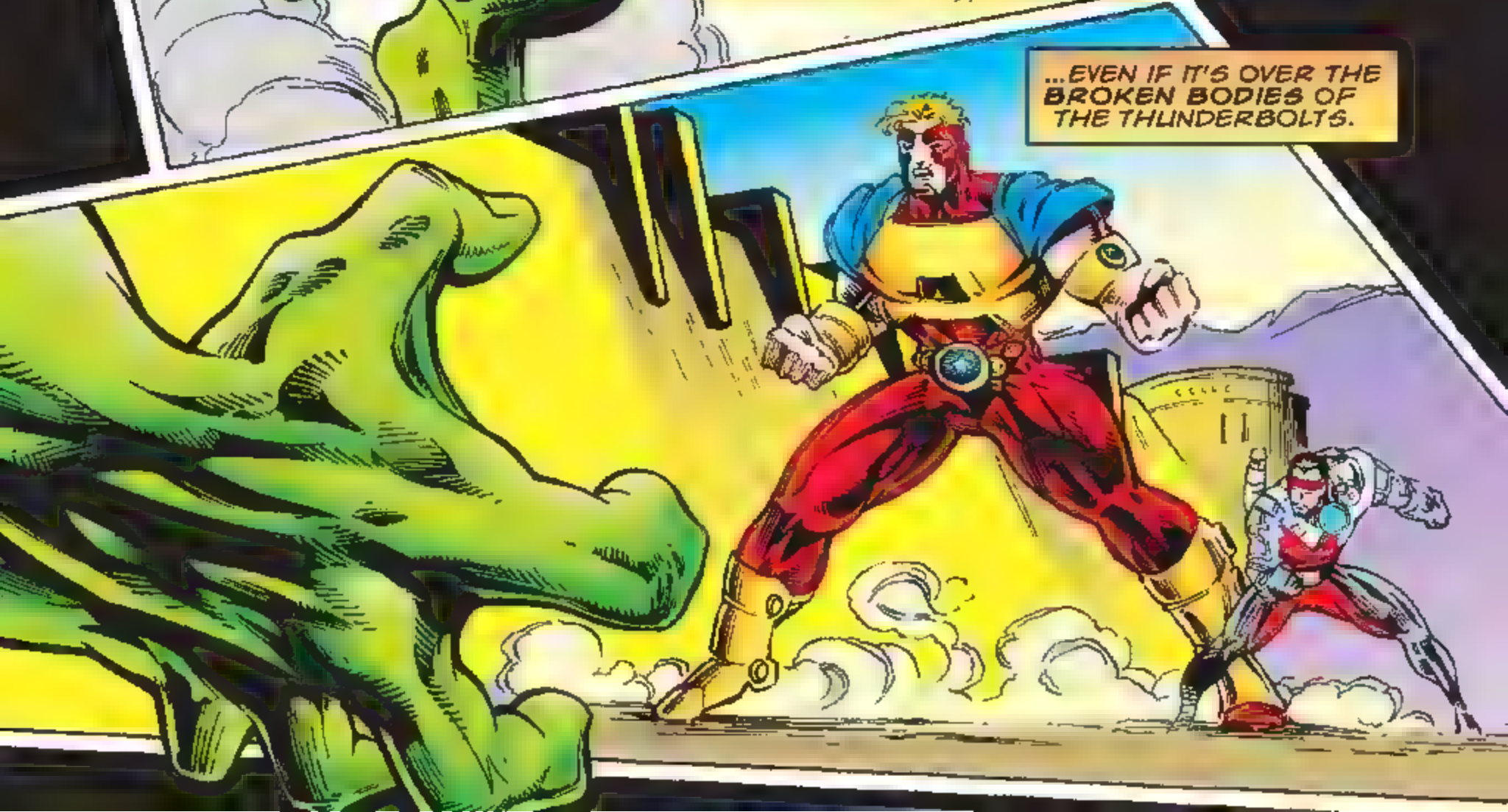
HER SUPPORT HAS BEEN UNRELENTING, HER TRUST UNWAVERING.



AS A WORLD HAS ALIGNED ITSELF AGAINST HIM, HE HAS FOUND A RUDIMENTARY NEED FOR COMPANIONSHIP. SHE HAS SERVED HIM WELL, AND IN THAT SPIRIT, HE WILL NOW SERVE HER...



...EVEN IF IT'S OVER THE BROKEN BODIES OF THE THUNDERBOLTS.



FOR JUST A MOMENT,
ATLAS GOES TOE-TO-
TOE WITH THE HULK.

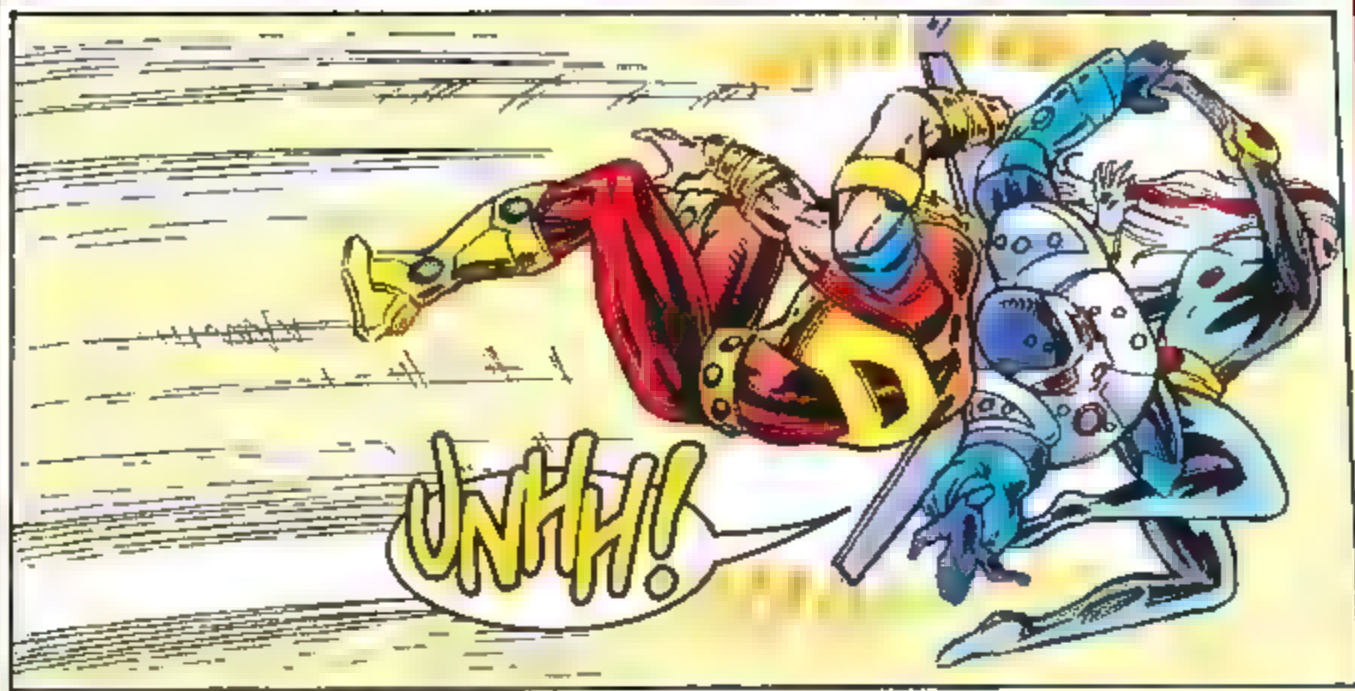
AND FOR THAT
MOMENT, ATLAS
ACTUALLY HAS
THE CHANCE TO
THINK, "I CAN
TAKE HIM. I
CAN TAKE HIM
DOWN."

AND THEN THE
THOUGHT IS GONE.

AND A SECOND
LATER, ATLAS IS
GONE AS WELL.

INCOMING!
SCATTER!

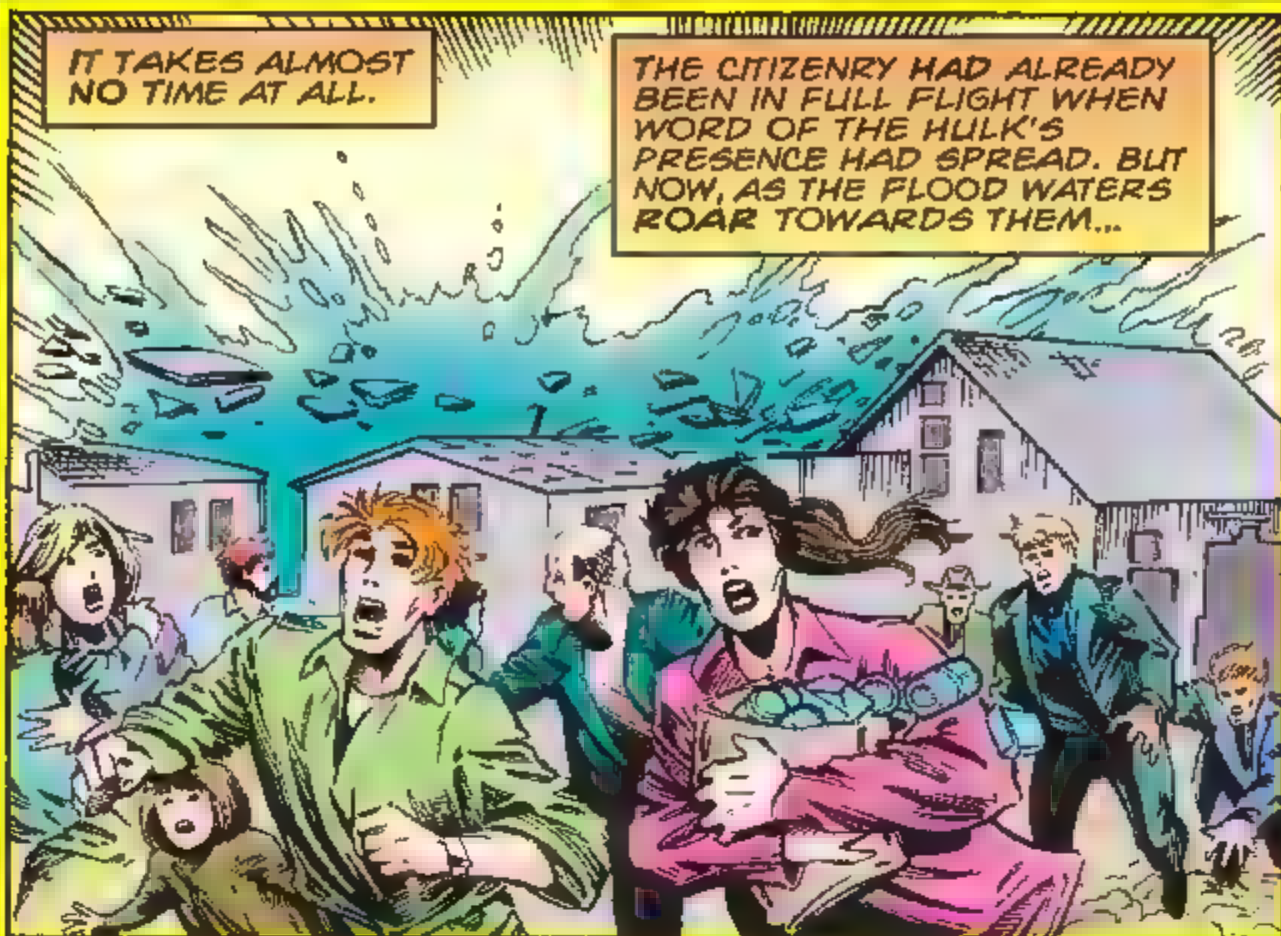
INCOMING?!
WHAT ARE
YOU TALKING
AB--





IT TAKES ALMOST
NO TIME AT ALL.

THE CITIZENRY HAD ALREADY
BEEN IN FULL FLIGHT WHEN
WORD OF THE HULK'S
PRESENCE HAD SPREAD. BUT
NOW, AS THE FLOOD WATERS
ROAR TOWARDS THEM...

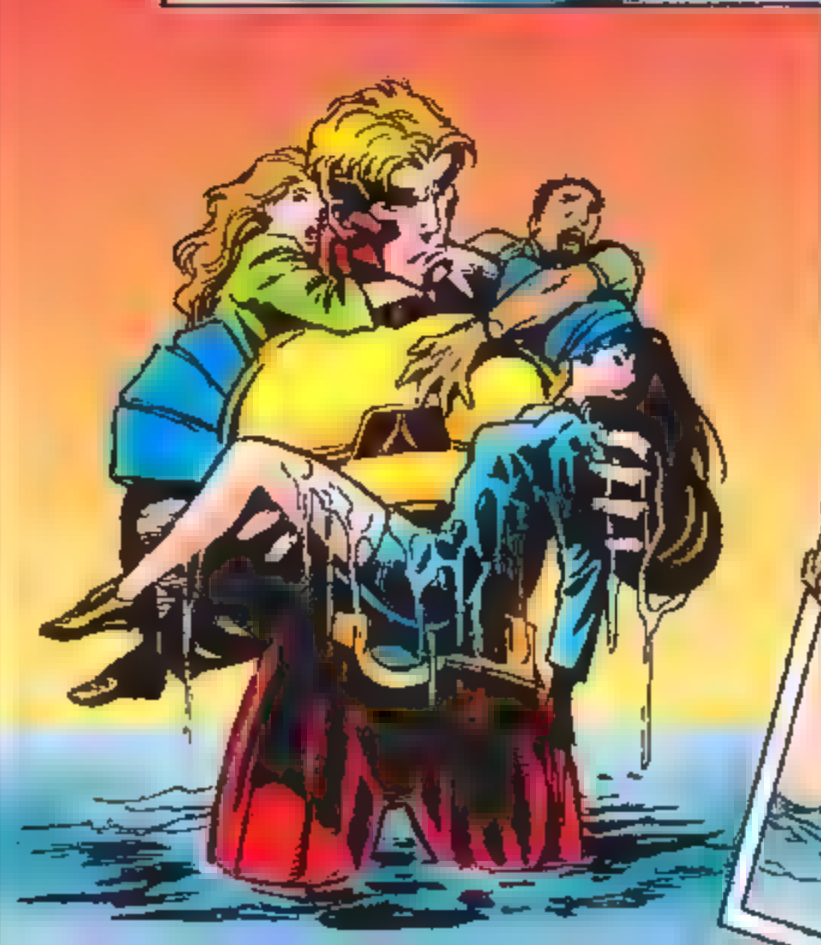


...IT TRULY SEEMS
TO BE THE END OF
EVERYTHING.



HANG
ON! HANG ON,
EVERYONE.

THE
THUNDERBOLTS HAVE
EVERYTHING UNDER
CONTROL!

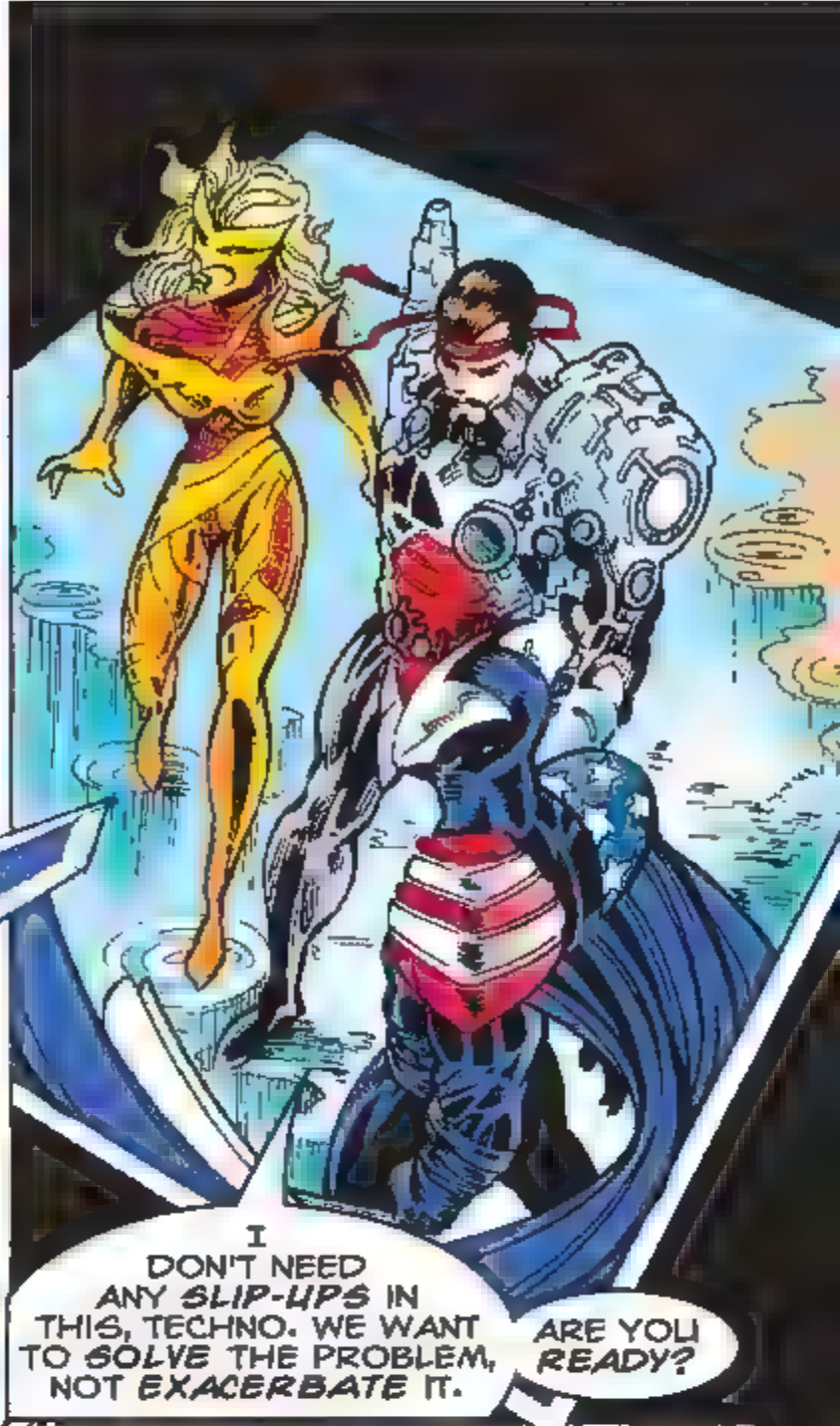


MACH!
CITIZEN V WANTS
YOU BACK AT
THE DAM TO LEND
SONGBIRD A
HAND!



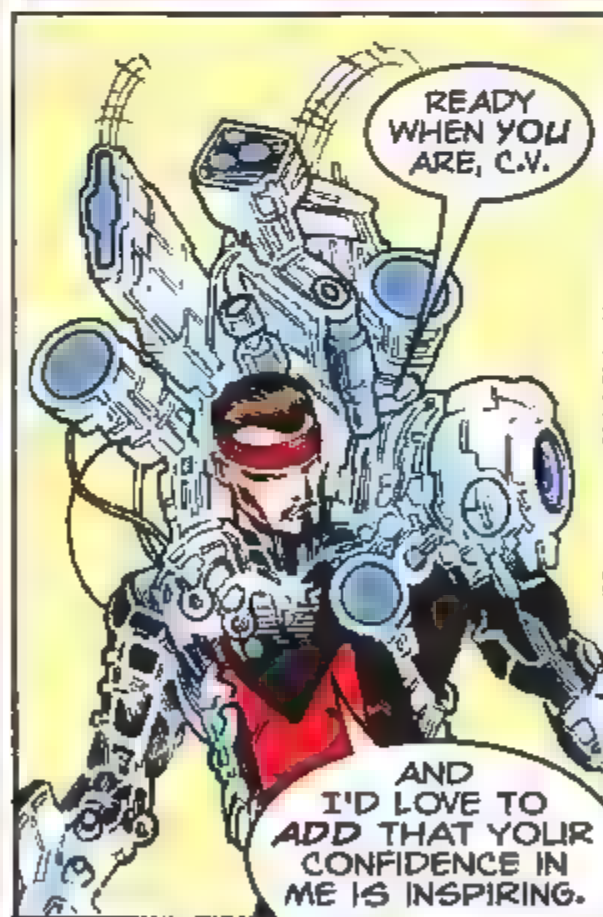
STEADY,
'BIRD! KEEP
IT **PLUGGED!** THE
OTHERS'LL COME UP
WITH SOMETHING
LONGER
TERM...

...I
HOPE...



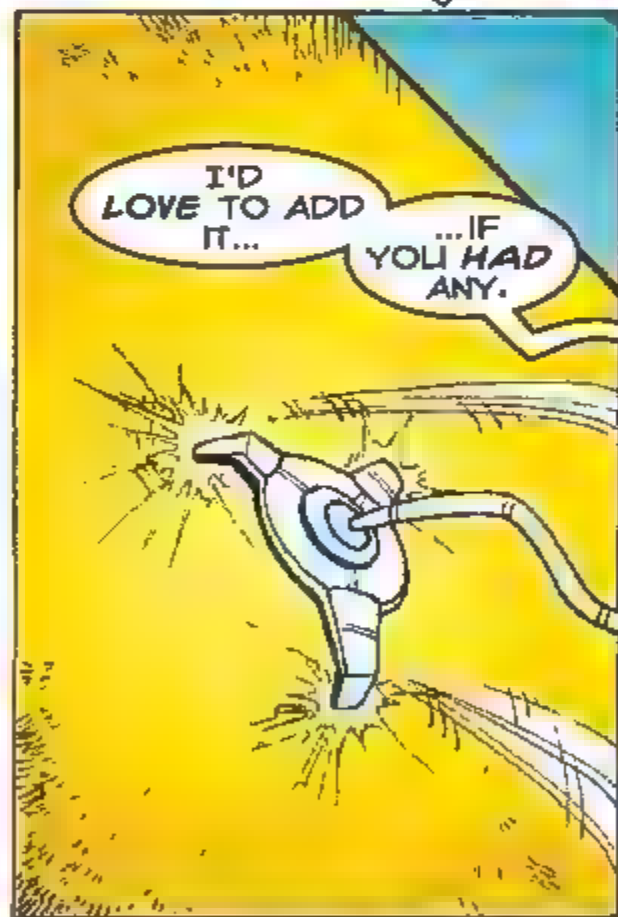
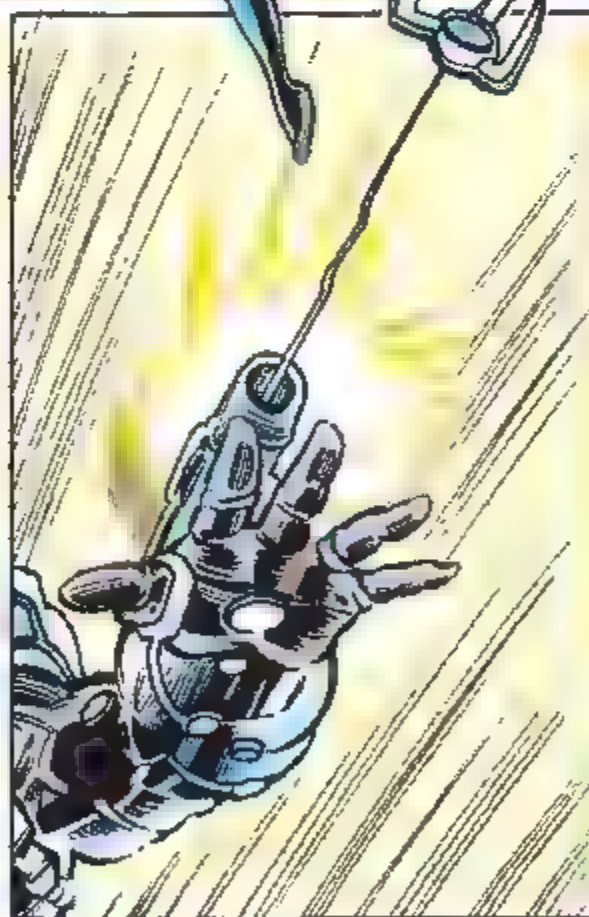
I
DON'T NEED
ANY **SLIP-UPS** IN
THIS, TECHNO. WE WANT
TO **SOLVE** THE PROBLEM,
NOT **EXACERBATE** IT.

ARE YOU
READY?



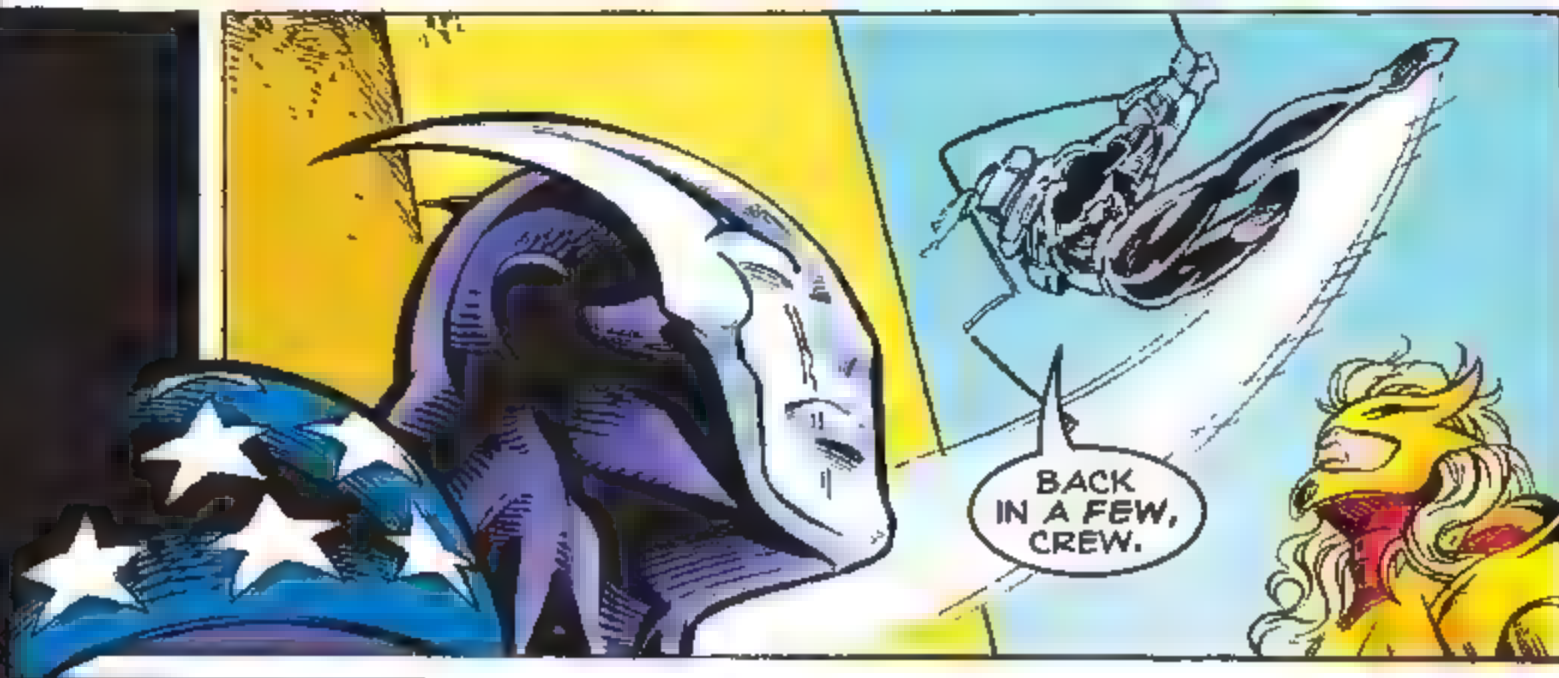
READY
WHEN YOU
ARE, C.V.

AND
I'D LOVE TO
ADD THAT YOUR
CONFIDENCE IN
ME IS INSPIRING.

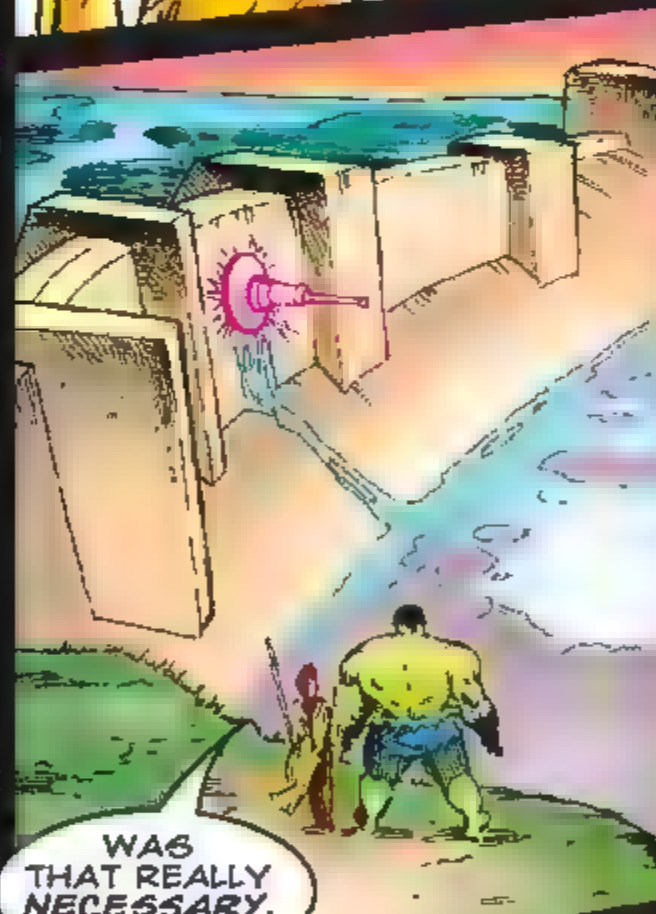
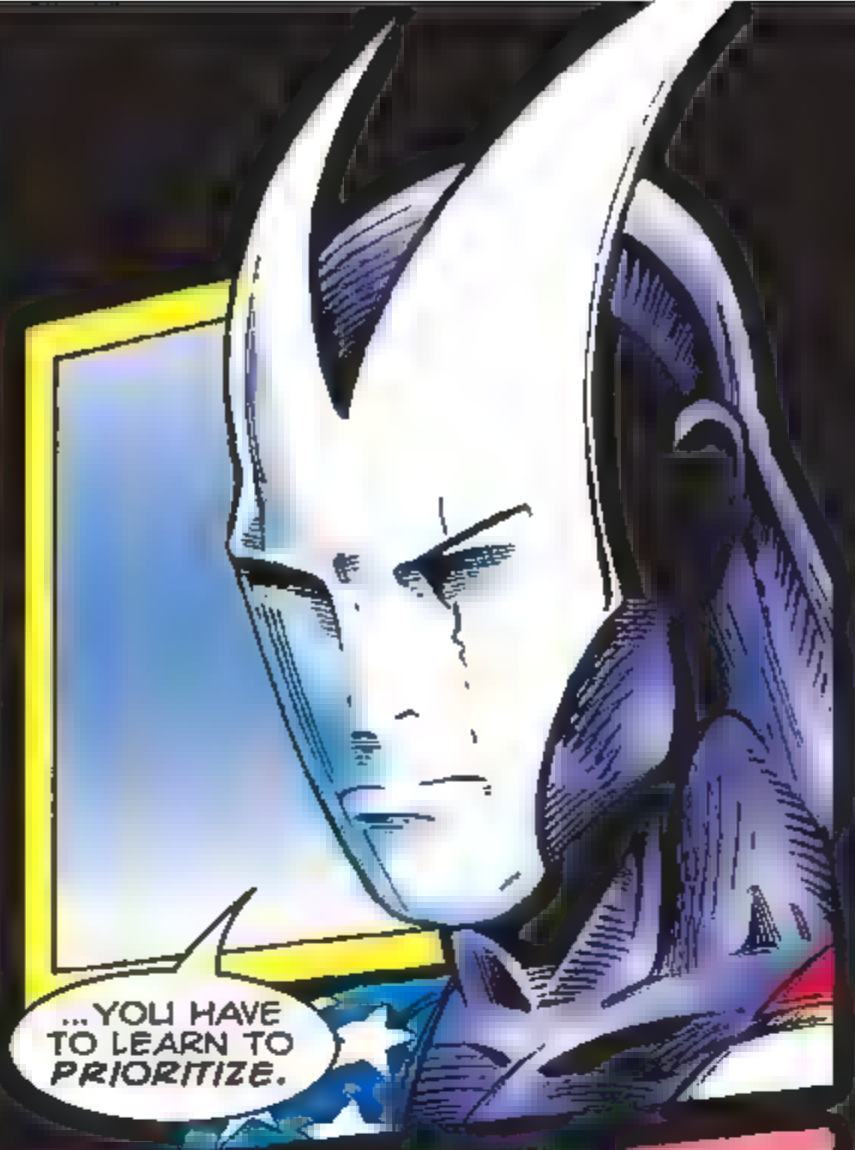


I'D
LOVE TO ADD
IT...

...IF
YOU HAD
ANY.



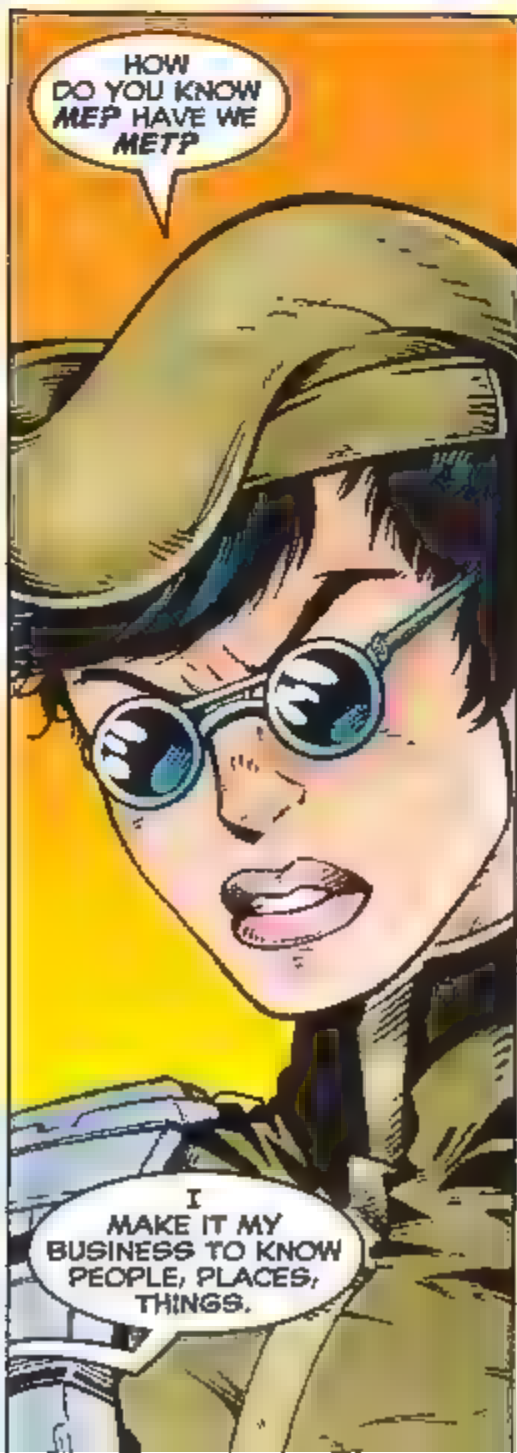
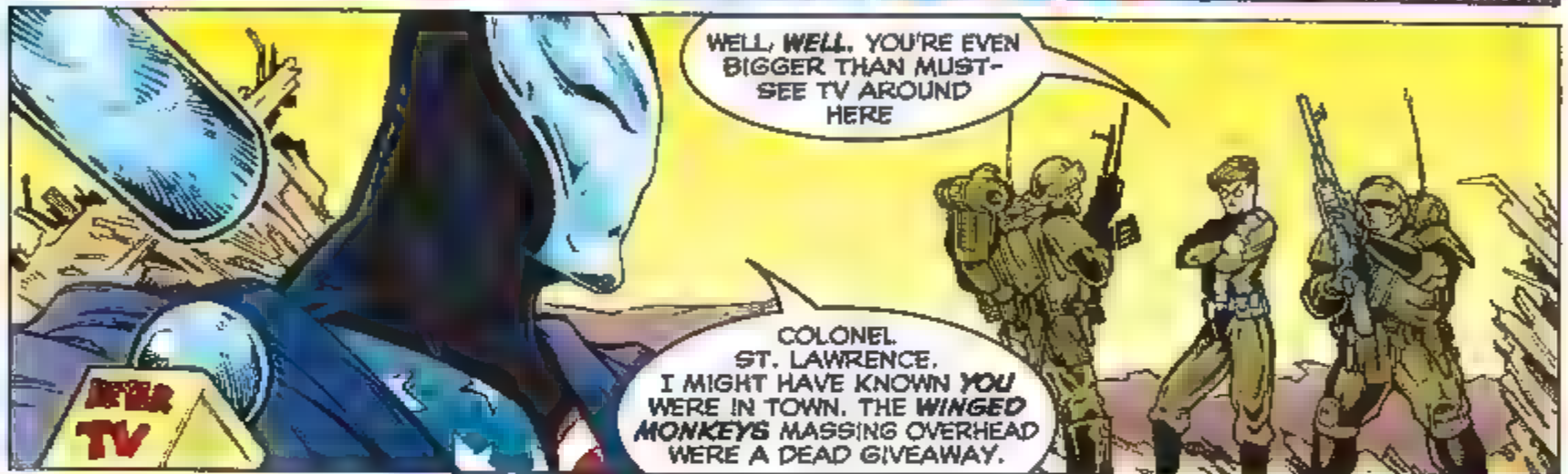
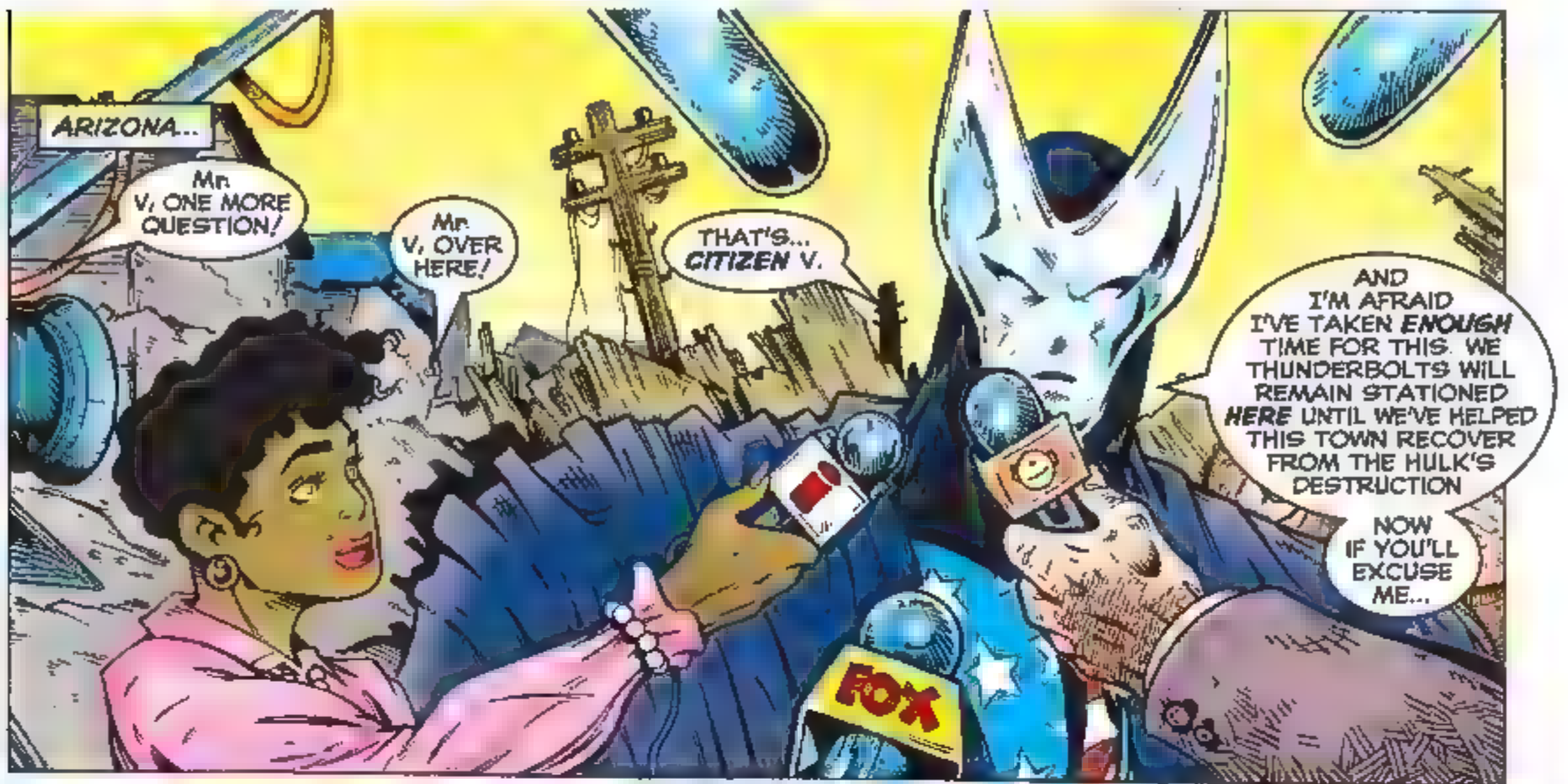
BACK
IN A FEW,
CREW.



TO BE CONTINUED!

EXCERPT FROM INCREDIBLE HULK #450

WRITER: PETER DAVID • PENCILER: JEFF REBNER • INKER: TOM WEGRZYN • COLORIST: GLYNIS OLIVER
LETTERER: RICHARD STARKINGS & COMICRAFT'S KOLJA FUCHS • ASSISTANT EDITOR: POLLY WATSON
EDITOR: BOBBIE CHASE





TALES OF THE MARVEL UNIVERSE

SPECIAL
COLLECTORS
ITEM
ISSUE!

THE DAWN OF A NEW AGE OF HEROES!

WRITER: KURT BUSIEK • PENCILER: MARK BAGLEY • INKER: VINCE RUSSELL • COLORIST: TOM SMITH • COLOR SEPARATIONS: GRAPHIC COLORWORKS
LETTERER: JANICE CHIANG • ASSISTANT EDITOR: MATT HICKS • EDITOR: TERRY KAVANAGH

AMSTERDAM AVENUE, IN MID-MANHATTAN...

--SO WHAT I FIGURE IS, THEY GOT GALACTUSES, THEY GOT KANGS AN' GREEK GODS AN' SUCH--

--WHY DON'T THEY JUST WHIP UP AN OFFSLAUGHT, MAKE IT ALL GO AWAY?

NOT REAL GREEK GODS, THEY'RE JUST...

YOU'RE GONNA PROPOSE A TOAST WITH COFFEE? YOU CAN'T PROPOSE A TOAST WITH COFFEE!

AN OFFSLAUGHT WOULDN'T DO IT--THAT'D JUST SHUT IT DOWN, NOT PUT IT BACK. YOU'D NEED-- YOU'D NEED--

WHAT'S THE OPPOSITE OF "SLAUGHT", ANYWAY?

JUST DROP IT, GUYS. YOU AIN'T MAKIN' ANY SENSE AT ALL. HEY, ROLLO, SET UP ANOTHER ROUND-- I GOTTA TOAST TO PROPOSE.

EASE UP, MIKE, THE MAN'S DRIVING. HERE YOU GO, CABBIE.

THANKS. WE BEEN TALKIN' ABOUT THIS ALL AFTERNOON-- ABOUT THE CITY GETTIN' CREAMED, THE HEROES DYIN', AND I THINK--

--I JUST THINK IT'S TIME FOR SOME RESPECT, THAT'S ALL

SO, A TOAST: TO THE HEROES!

TO THE AVENGERS, TO THE F.F., TO EVERYONE WHO FOUGHT AN' FELL TO KEEP US SAFE! TO THE HEROES-- WE'LL NEVER SEE THEIR LIKE AGAIN.

HEAR, HEAR!

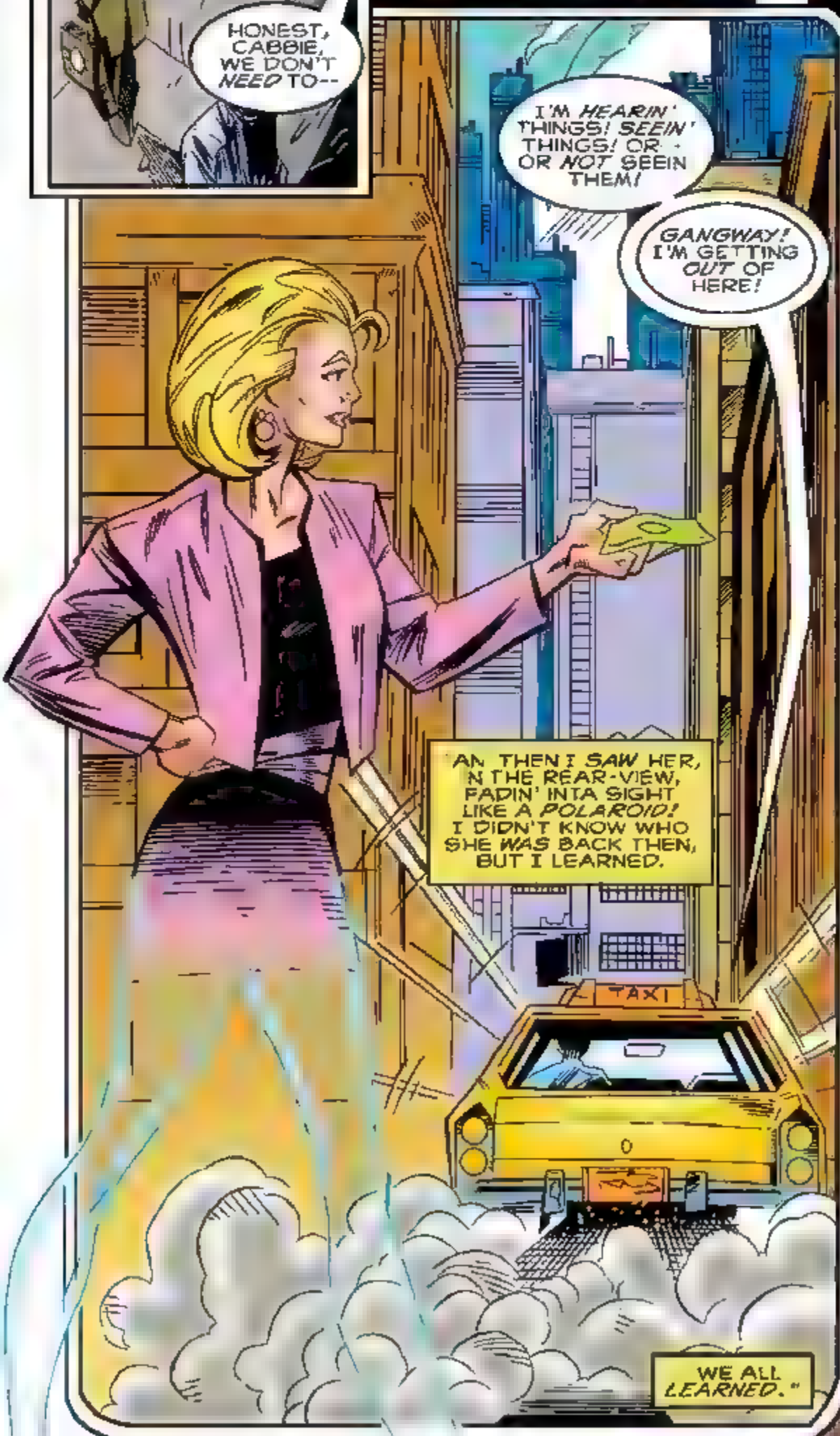
I EVER TELL YOU GUYS ABOUT THE TIME THE INVISIBLE GIRL RODE IN MY CAB?

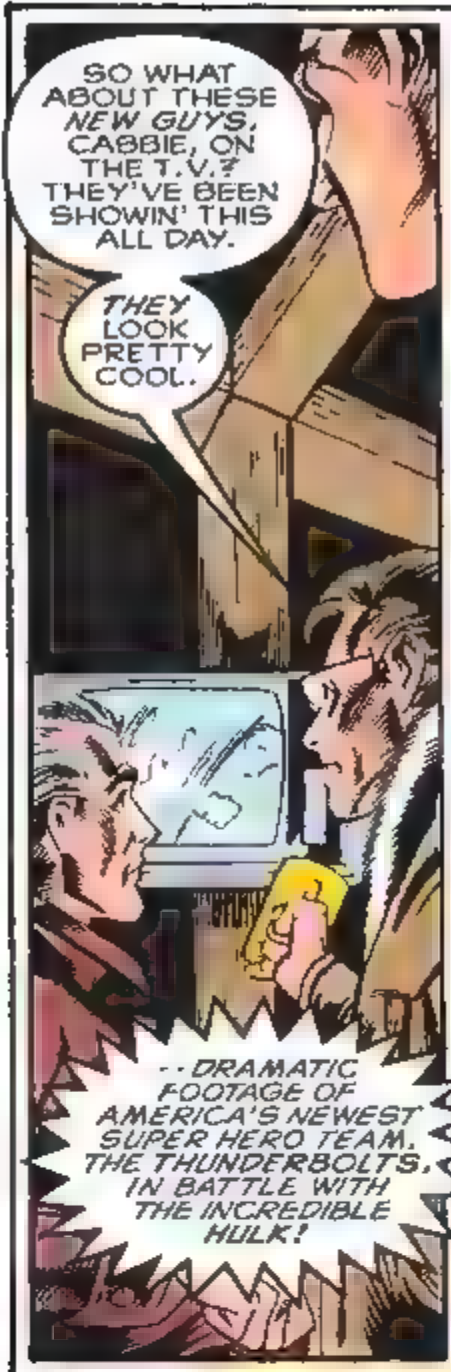
YES! YES, YOU DID!

A MILLION TIMES, CABBIE! WE DON'T NEED TO HEAR IT AGAIN!

INVISIBLE WOMAN, THESE DAYS...

GEEZ, IT SEEMS LIKE ONLY YESTERDAY, BUT IT MUSTA BEEN A GOOD TEN YEARS AGO...





SO WHAT ABOUT THESE NEW GUYS, CABBIE, ON THE T.V.? THEY'VE BEEN SHOWIN' THIS ALL DAY.

THEY LOOK PRETTY COOL.

--DRAMATIC FOOTAGE OF AMERICA'S NEWEST SUPER HERO TEAM, THE THUNDERBOLTS, IN BATTLE WITH THE INCREDIBLE HULK!



--THE THUNDERBOLTS, LED BY THE MYSTERIOUS CITIZEN V--

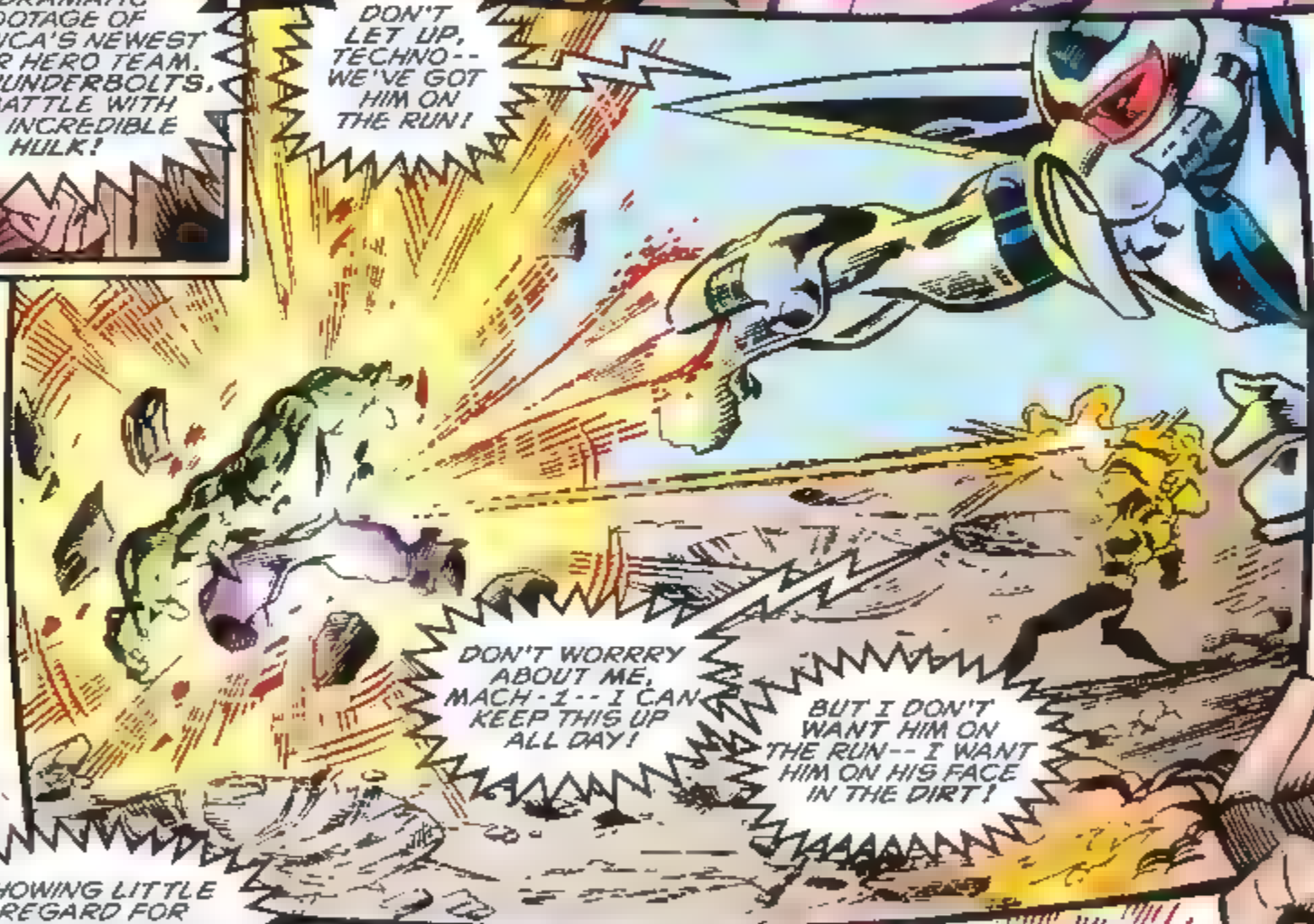
--WHO'VE MADE THEIR PRESENCE KNOWN IN THE WEEKS FOLLOWING WHAT'S COME TO BE KNOWN AS THE ONSLAUGHT DISASTER--

--WASN'T-- SKAKK-- QUITE LIKE THIS--

--FIRST CAPTURED THE HULK, AS SEEN ON THIS CAMCORDER FOOTAGE TAKEN BY ATTENDEES AT THE ALL-ARIZONA RODEO--

--AND THEN, AFTER THE MAN MONSTER BROKE FREE, BATTLED HIM NEAR THE GILA RIVER DAM--

DON'T LET UP, TECHNO-- WE'VE GOT HIM ON THE RUN!



DON'T WORRY ABOUT ME, MACH-2-- I CAN KEEP THIS UP ALL DAY!

BUT I DON'T WANT HIM ON THE RUN-- I WANT HIM ON HIS FACE IN THE DIRT!

SHOWING LITTLE REGARD FOR THEIR OWN SAFETY, THE THUNDERBOLTS ATTEMPTED TO CONTAIN THE HULK--



NO! YOU WON'T--

--BUT THE HULK,
WHO HAS DEFEATED
ARMY FORCES, SUPER
HEROES AND
OTHERS COUNTLESS
TIMES IN THE PAST--

--DAMAGED
THE DAM AND
FLED--

--LEAVING THE
THUNDERBOLTS
TO DEAL WITH
THE CRISIS.

--THE
WATER--
INCREDIBLE
FORCE--

CAN'T
GENERATE
BARRIER--
AND KEEP
ALOFT--

BRAKOOOM

DAMAGE
WAS
ESTIMATED AT
OVER THIRTY
MILLION
DOLLARS--

--BUT THERE
WERE NO FATALITIES,
AND FEWER THAN
TEN CASES OF
SERIOUS INJURY--

COME ON,
KIDS--LET'S
GET YOU
TO HIGHER
GROUND--

HUH?!
WHO--?!

I'M CALLED
METEORITE,
LITTLE FELLA,
AND TRUST ME--
YOU'RE GOING
TO BE OKAY.

YEAH,
YEAH,
YEAH.

THEY PICK
A FIGHT, THEY
FLOOD A TOWN,
AND YOU CALL 'EM
HEROES? YOU DIDN'T
SEE THE AVENGERS
CAUSIN' THAT KINDA
DAMAGE,
NO SIRREE.

CAPTAIN
AMERICA, HE
CARRIED A SHIELD.
TH'S CITIZEN FIVE
GUY, HE CARRIES
A SWORD. WHAT
DOES THAT
TELL YOU?

THAT CAP
WAS ABOUT
PROTECTIN'
PEOPLE, AN'
THESE
GUYS--

WE SWITCH
YOU NOW TO
A STORY IN
PROGRESS, IN ONE
OF THE HEAVILY
DAMAGED
SECTIONS OF
MANHATTAN--

BREAKING NEWS

FIRES HAVE BEEN SMOLDERING IN THIS INWOOD NEIGHBORHOOD FOR WEEKS, SINCE THE ATTACK OF ONSLAUGHT--

MOVE IT, PAULIE, MOVE IT! WE'VE GOT PEOPLE TRAPPED IN THERE!

IT'S NO GOOD, JAKE-- IT'S FLARED UP TOO FAST AN' TOO HOT!

--AND THE FIRE DEPARTMENT HAS BEEN RUN RAGGED TRYING TO KEEP UP. UNFORTUNATELY--

--THERE'S ONLY SO MUCH THEY CAN HANDLE.

WAIT-- WHAT'S THAT SOUND? IT'S LIKE-- JET ENGINES, OR--

HUH? OH, MAN--

COMIN' UP THE AVENUE LIKE A ROCKET! LOOK, PAULIE--

--LOOK!

ALL RIGHT, THUNDERBOLTS-- GENERAL EVAC. ATLAS, IT LOOKS LIKE THE EAST FACE IS SHAKY-- THAT'S YOUR PRIORITY.

THE REST OF YOU, GET THOSE PEOPLE OFF THE STREET--

--NOW!!



UHH!
GOT
IT!

YOU
GONNA BE
OKAY,
ATLAS?

ARE YOU
KIDDING?
AT THIS SIZE,
MY SKIN'S SO
DENSE THAT
AN ACETYLENE
TORCH
COULDN'T
RAISE A
BLISTER!

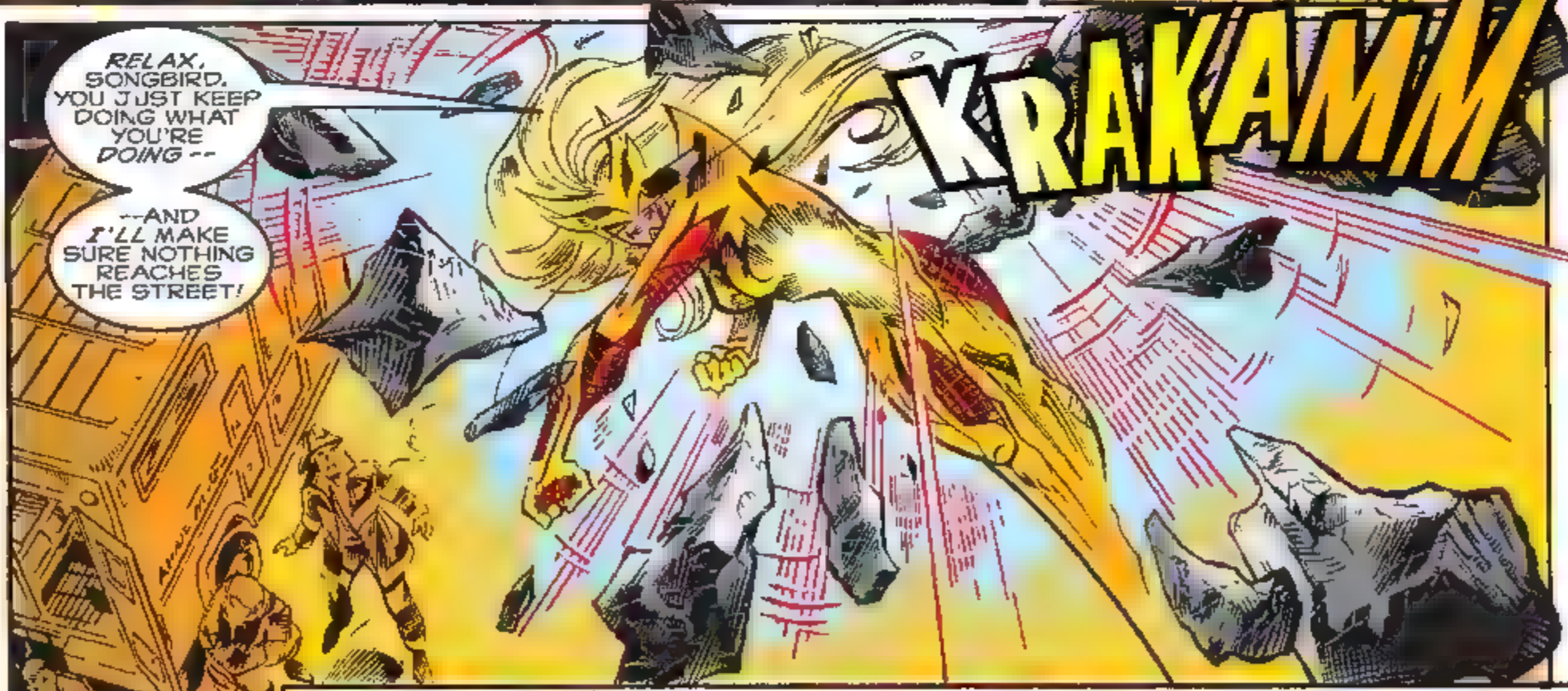
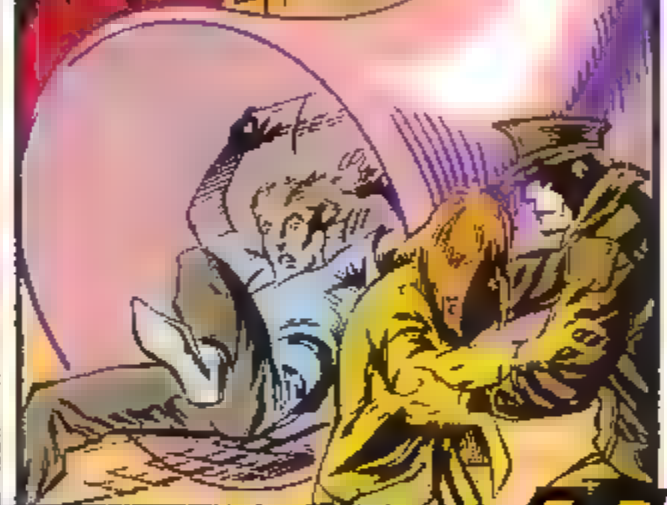
I CAN
HANDLE
THIS! GO!
GO!



DON'T
WORRY--
MY RESCUE
SLIDE IS
MADE OF
SOLID
SOUND!

IT MAY
FEEL
WEIRD, BUT
IT'LL GET
YOU--

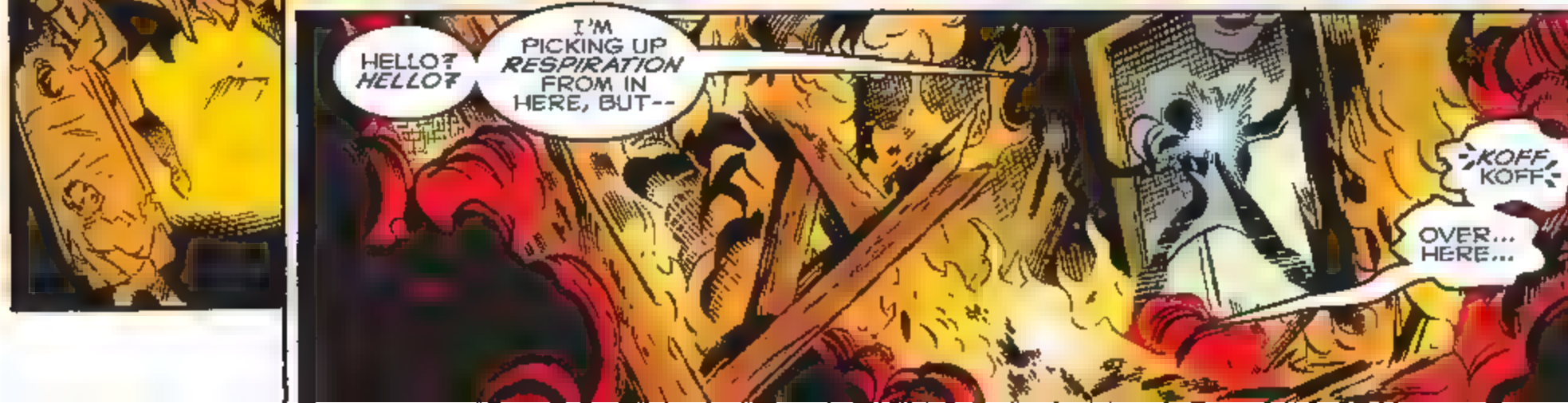
--OHH!
THE ROOF--IT'S
CRUMBLING!
AND I CAN'T
STOP TO--



KRAKAMM

RELAX,
SONGBIRD.
YOU JUST KEEP
DOING WHAT
YOU'RE
DOING --

--AND
I'LL MAKE
SURE NOTHING
REACHES
THE STREET!



HELLO?
HELLO?

I'M
PICKING UP
RESPIRATION
FROM IN
HERE, BUT--

KOFF
KOFF

OVER...
HERE...



AH, ANOTHER
SOON-TO-BE-
SATISFIED
CUSTOMER! I
ENVY YOU, SIR,
I ENVY YOU!

HUH?
KOFF
ENVY? I
KOFF
DON'T
UNDER--

WELL, YOU
GET THE THRILL
OF BEING RESCUED
BY ME, DON'T YOU?
TO SEE ME RECONFIGURE
MY TECH-PAC TO GIVE
YOU LIFE-RESTORING
OXYGEN--

--WHY, YOU'LL
BE TELLING YOUR
GRANDCHILDREN
ABOUT THIS,
I'M SURE!



GASP!
AIR!

COME ALONG--
WE'LL GET YOU
TO SONGBIRD'S
ESCAPE CHUTE. IT'S
NOWHERE NEAR AS
IMPRESSIVE AS MY
ACCOMPLISHMENTS,
OF COURSE--



--BUT IT'LL SERVE TO GET
YOU DOWN, AND THAT'S
THE IMPORTANT THING!

AND
HERE'S
THE LAST
OF THEM!

YOU--YOU'RE
A GODSEND!
IF NOT FOR YOU,
I DON'T KNOW
HOW WE'D--

NONSENSE,
CHIEF. WE'RE JUST
HELPING OUT-- IT'S
YOU AND YOUR MEN
WHO PUT YOUR LIVES
ON THE LINE
EVERY DAY.

NOW, WE'RE
ENTIRELY AT
YOUR DISPOSAL.
SAY THE WORD AND
WE'LL ASSIST
YOU IN ANY WAY
WE CAN.

WELL, IF
WE COULD
GET THAT
ROOF OFF...

CITIZEN VI!
CITIZEN VI!



MEG STONE
FOR
CHANNEL 9!

IS IT TRUE THAT
YOUR TEAM WAS
INSPIRED BY THE HEROIC
SACRIFICE OF
THE AVENGERS AND
THE FANTASTIC FOUR,
TO FILL THEIR SHOES
NOW THAT--

PARDON ME,
MS. STONE--

--BUT YOU'LL
HAVE TO WAIT.
THERE'S A TIME
FOR TALK, AND
A TIME FOR
ACTION--





MARVEL
COMICS



THUNDERBOLTS

MAY '97 2

JUSTICE LIKE LIGHTNING THUNDERBOLTS™

THE
MAD THINKER
WANTS FOUR
FREEDOMS
PLAZA

ARE THE
T-BOLTS
HERE TO
STOP
HIM...

OR HELP HIM?

AGLEY & WING RUSSELL

DECEIVING APPEARANCES

KURT BUSIEK WRITER MARK HAGLEY PENCILER VINCE RUSSELL INKER
COMICRAFT'S DAVE LANPHEAR/OG LETTERING JOE ROSAS Colors TOM BREVOORT Editor BOB HARRAS Editor in Chief

-- EXCLUSIVE
VIDEO FOOTAGE,
CAPTURED BY
OUR AFFILIATE
STATION --

-- OF
YESTERDAY
EVENING'S DRAMATIC
CAPTURE, IN NEWARK,
DELAWARE, OF THE
CIRCUS OF
CRIME --

-- BY THE
DARING NEW TEAM
OF SUPER HEROES
KNOWN AS THE
THUNDERBOLTS!



BETWEEN THIS, AND THE THUNDERBOLTS' RECENT BATTLES WITH THE WRECKING CREW AND THE INCREDIBLE HULK --

-- PLUS THEIR UNSTINTING AID TO RESCUE WORKERS DEALING WITH THE AFTERMATH OF THE ONSLAUGHT DISASTER --

-- THE THUNDERBOLTS ARE CAPTURING THE ATTENTION -- AND THE ADMIRATION -- OF AMERICANS NATIONWIDE!

DT-BOLTS 1 & HULK 449
CO-TALES OF THE MARVEL
UNIVERSE 1 - Tom

NOT
BAD.

YESTERDAY'S TRIUMPH CAME AFTER THE CIRCUS OF CRIME POSED AS CHARITY PERFORMERS FOR AN ELKS LODGE FUND-RAISER --

-- AND ROBBED THE CROWD, REPORTEDLY, TO PAY THE MEDICAL BILLS OF THEIR LEADER, THE RINGMASTER. NOW THAT'S A MEDICAL PLAN!

see SPIDER-MAN
TEAM-UP 5
- Tom

THE TIME, LATE AFTERNOON. THE PLACE, AN ABANDONED PIZZERIA ON THE EDGE OF ONE OF NEW YORK'S ONSLAUGHT-RAVAGED NEIGHBORHOODS --

-- WHICH THE THUNDERBOLTS HAVE BEEN USING AS A MAKE-SHIFT HEADQUARTERS --

ATLAS -- DO YOU HAVE A MOMENT? WE HAVE SOME WORK TO DO ON THE BUILDING.

SURE, BARON, WHADDYA NEED?

PLEASE -- CALL ME CITIZEN V. IF WE STAY IN THE HABIT OF USING OUR CODE-NAMES, WE'RE MUCH LESS LIKELY TO SLIP UP IN PUBLIC.

RIGHT, GOTCHA. SORRY.

SAY, YOU SEEN THIS? DID YOU EVER THINK WE'D HIT IT THIS BIG THIS FAST?

TO BE HONEST, ATLAS --

-- NO, I DID NOT.

IT HASN'T BEEN THAT LONG, REALLY --

-- SINCE BARON ZEMO, LEADER OF THE INTERNATIONALLY-FEARED MASTERS OF EVIL, WATCHED THE WORLD'S HEROES FALL TO THE NEARLY-OMNIPOTENT BEING KNOWN AS ONSLAUGHT --

-- WATCHED THEM FALL, AND REALIZED THAT AN OPPORTUNITY WAS PRESENTING ITSELF --

-- AN OPPORTUNITY OF UNDREAMED-OF SCOPE --

WHAT, US POSE AS HEROES? YOU REALLY THINK ANYONE'LL BUY THAT?

THEY ARE DEVASTATED BY THE LOSS OF THEIR CHAMPIONS, BEETLE. THEY ARE SO DESPERATE FOR REASSURANCE, THEY'LL BELIEVE ANYTHING.

IT MAY TAKE TIME TO WIN THEM OVER, BUT IN THE END, THEY'LL COME TO TRUST US --

-- AND IN THAT MOMENT, THEIR DEFENSES, THEIR SECRETS, THE SECURITY SYSTEMS OF AN ENTIRE WORLD --

-- WILL BE OURS FOR THE TAKING!

NO, IT WASN'T THAT LONG AGO...

THE ONSLAUGHT MARVEL UNIVERSE AND ABOUT A BILLION OTHER MARVEL TITLES getting tired of this Tom.

-- AND ATTENDING THE CEREMONY WILL BE FRANKLIN RICHARDS, SON OF THE LATE MR. FANTASTIC AND THE INVISIBLE WOMAN --

-- IN THE COMPANY OF THE NOTED BLIND SCULPTRESS AND LONG-TIME FANTASTIC FOUR ASSOCIATE, ALICIA MASTERS.

IN OTHER NEWS, A MEMORIAL TO THE WORLD'S FALLEN HEROES IS BEING DEDICATED TOMORROW AFTERNOON IN CENTRAL PARK --

MEANWHILE, AT THE HIGH-TECH, HIGH SECURITY DETENTION FACILITY KNOWN AS THE VAULT --

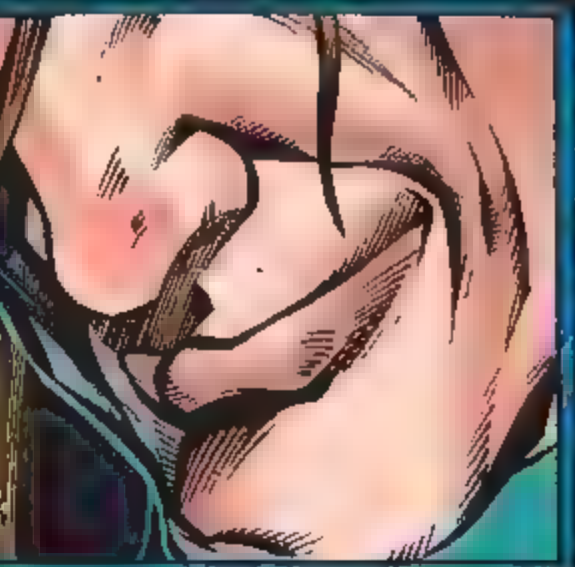
-- AND ATTENDING THE CEREMONY WILL BE FRANKLIN RICHARDS --

AHH, PERFECT.

-- ONE OF THE INMATES WATCHES THE SAME NEWS REPORT. WATCHES THE REPORT --

-- AND SMILES --

-- AND CONCENTRATES, SENDING A COMPLEX MENTAL COMMAND OUTWARD -- PAST THE SHIELDING OF HIS CELL, PAST THE WALLS OF THE VAULT --



-- OR ABOVE!

I'M SORRY -- I'M JUST NOT GETTING THE HANG OF --

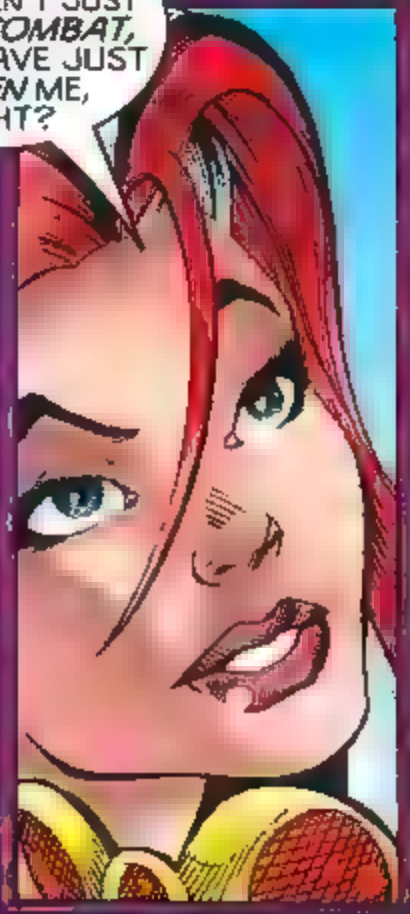


IT'S OKAY, SONGBIRD -- YOU'LL GET IT. YOU MAY BE ABLE TO MANIFEST THOSE WINGS NOW -- BUT FLYING'S STILL NEW TO YOU.

YOU'VE GOT TO GET USED TO IT, LEARN TO THINK NOT JUST IN TERMS OF WHAT'S AROUND YOU -- BUT OF WHAT'S BELOW --

Oh! THE WAY YOU SIDE-SLIPPED -- I DIDN'T EXPECT IT! I'LL HAVE TO TRY THAT!

SO I GUESS -- IF THIS WEREN'T JUST MOCK COMBAT, YOU'D HAVE JUST BEATEN ME, RIGHT?



PROBABLY.
IT'S YOUR BACK
YOU WANT TO
WATCH. IF I CAN GET IN
CLOSE ENOUGH, I'VE
GOT YOU IN MY
POWER --

-- I CAN
GET AT YOUR
SONIC MANTLE,
SHUT DOWN YOUR
ABILITIES.
DANGEROUS
STUFF.

Uh, CALL ME
"ABE," OKAY? I
NEVER DID LIKE
THE NAME ABNER.
AND YOU'RE...
YOU'RE MIMI,
RIGHT?

ACTUALLY...
IT'S MELLISA.

REALLY?
I DIDN'T KNOW
THAT.

I HAVEN'T
TOLD ANYONE
NOT IN YEARS, SO,
Um, ARE WE
DONE FOR THE
DAY?

THERE'S
JUST ONE MORE
MOVE I WANT TO
TRY, MELLISA --

Oh, I
DON'T KNOW.
IT MIGHT BE
INTERESTING TO
BE IN YOUR
POWER...
ABNER.

-- AND
THAT'S
THIS!

HER ARMS GO
AROUND HIM,
THEN -- HER
LIPS PART --

-- SOFT,
GENTLE,
INVITING --

-- BUT --

NO!

H-Huh?!
WHAT
IN --?!

PLEASE,
DON'T FOLLOW
ME! I -- I CAN'T DO
THIS, CAN'T LET
YOU --

-- CAN'T
LET ANYONE
GET CLOSE! NOT
AFTER -- NEVER
AGAIN!

AND ABE JENKINS --
FORMERLY THE
VILLAINOUS BEETLE,
NOW THE "HERO"
MACH-1 -- WATCHES
HER GO, HE DOESN'T
KNOW WHAT'S
GOING ON --

-- JUST THAT SOMEONE
HE'S COMING TO CARE
ABOUT IS IN PAIN. AND
THAT IF HE'S ANY KIND
OF MAN AT ALL -- HE'LL
FIND A WAY TO HELP HER.

THE NEXT DAY,
IN THE BASEMENT
BELOW THE
PIZZERIA...

WELL
NOW, ERIK -- THIS
LOOKS **MANAGEABLE**.
THE **STRUCTURAL**
DAMAGE IS **EXTENSIVE**,
AND I'M SURE THE
BUILDING WOULD BE
CONDEMNED --

-- BUT
WE SHOULD BE
ABLE TO **REINFORCE**
THINGS, AT LEAST
TEMPORARILY...

NO
PROBLEM,
BOSS. WE CAN BRACE
EVERY SUPPORT IN THE
PLACE, IF YOU WANT.
AFTER WE CHECKED
THINGS OUT
YESTERDAY --

-- I
ROOTED
AROUND IN SOME
OF THE WRECKED
BUILDINGS NEARBY, AND
PULLED OUT ENOUGH
UNDAMAGED **I-**
BEAMS TO --

I WANT
MY LAB! I
WANT MY
TOOLS!

EH?
TECHNO?

I CAN'T
TAKE THIS...
THIS **RAT-TRAP**
ANOTHER
SECOND!

I'M A FORMER HYDRA
SECTION CHIEF, DAMMIT!
I'M USED TO THE BEST
FACILITIES -- THE BEST
TECHNOLOGY A.I.M.
HAS TO
OFFER --

-- NOT
SOME FILTHY,
ROACH-INFESTED
CESSPOOL, WHERE THE
PLUMBING'S ON ITS
LAST LEGS -- AND
YOU WON'T EVEN
LET ME **FIX**
IT!

I COULD
MAKE IMPROVEMENTS,
EASY! I'D HAVE THE
PLACE HUMMING
SO --

TAKE
A DEEP **BREATH**,
TECHNO. WE'RE ALL
UNDER **STRESS**
HERE, BUT --

YOU STAY **BACK**, METEORITE!
YOU'RE NOT USING YOUR
PSYCHIATRIST **TRICKS** ON ME --
SMOOTH-TALKING ME INTO
BACKING DOWN --

VERY WELL,
THEN. I'LL BE **BLUNT**.
THIS HQ IS IMPORTANT
TO OUR **IMAGE**.

WE MUST SEEM
TO BE **IDEALISTS**,
SACRIFICING
EVERYTHING FOR
OUR MISSION.

IF WE
SHOW UP
FULLY-EQUIPPED,
BRISTLING WITH
TECHNOLOGICAL
WONDERS, THE
PUBLIC MIGHT
ACCEPT
US --

GKK

-- BUT THEY WON'T
THINK WE **NEED**
ANYTHING FROM THEM!
THEY'LL NEVER --
NEVER -- GIVE
US WHAT WE
WANT!

AM I
MAKING MYSELF
CLEAR?!

CENTRAL PARK.
THE SHEEP
MEADOW.

-- NEVER
FORGET WHAT
A SACRIFICE
WAS MADE HERE,
FOR ALL OUR
SAKES.

OUR
HEROES DIED,
IN COMBAT WITH
AN UNIMAGINABLE
MONSTER --

-- BUT THEIR
SPIRIT -- THEIR
SPIRIT CAN SUSTAIN
US FOREVER. AND IT
IS IN THAT SPIRIT THAT
I ASK TWO VERY
SPECIAL PEOPLE TO
DO US THE
HONOR --

-- OF
UNVEILING
THIS MEMORIAL.
LADIES AND
GENTLEMEN --
ALICIA MASTERS
AND FRANKLIN
RICHARDS!

Um,
THANKS, Mr.
MAYOR. AUNTIE
'LICIA ASKED ME
T'DO THE
TALKIN' --

-- SHE
SAID SHE
DIN'T THINK
SHE C'D...
GET TH'
WORDS
OUT.

I JUST
WANTA SAY
THAT MY FOLKS --
THAT ALL OF 'EM,
WHEREVER THEY
ARE -- THEY'D
'PRECIATE BEIN'
'MEMBERED
LIKE THIS --

-- AN' THAT --
THAT MY DAD WOULD
SAY WE GOTTA LOOK T'THE
FUTURE, ALWAYS -- B'CAUSE
IT'S ONLY BY BEIN' OPEN
T'POSSIBILITIES --

-- THAT
WE C'N MAKE
MIRACLES COME
TRUE. THAT'S --
THAT'S IT.
THAT'S ALL.

AND WITH THAT, CITY
WORKERS HEAVE, AND
THE CROWD GASPS --

-- AS THEY
GET THEIR
FIRST LOOK
AT THE
MEMORIAL.

-- AND MAKES IT
ALL THE WAY BACK
TO THE DISTANT
FRINGES OF THOSE
WHO'VE GATHERED
TO OBSERVE.

Oh my.
Oh, my.
THAT
IS --

-- THAT IS AN
INTENSELY REPULSIVE
PIECE OF SCULPTURE! TO
THINK -- THEY COULD HAVE
HONORED THEIR HEROES'
INTELLECT -- THEIR
CUNNING --

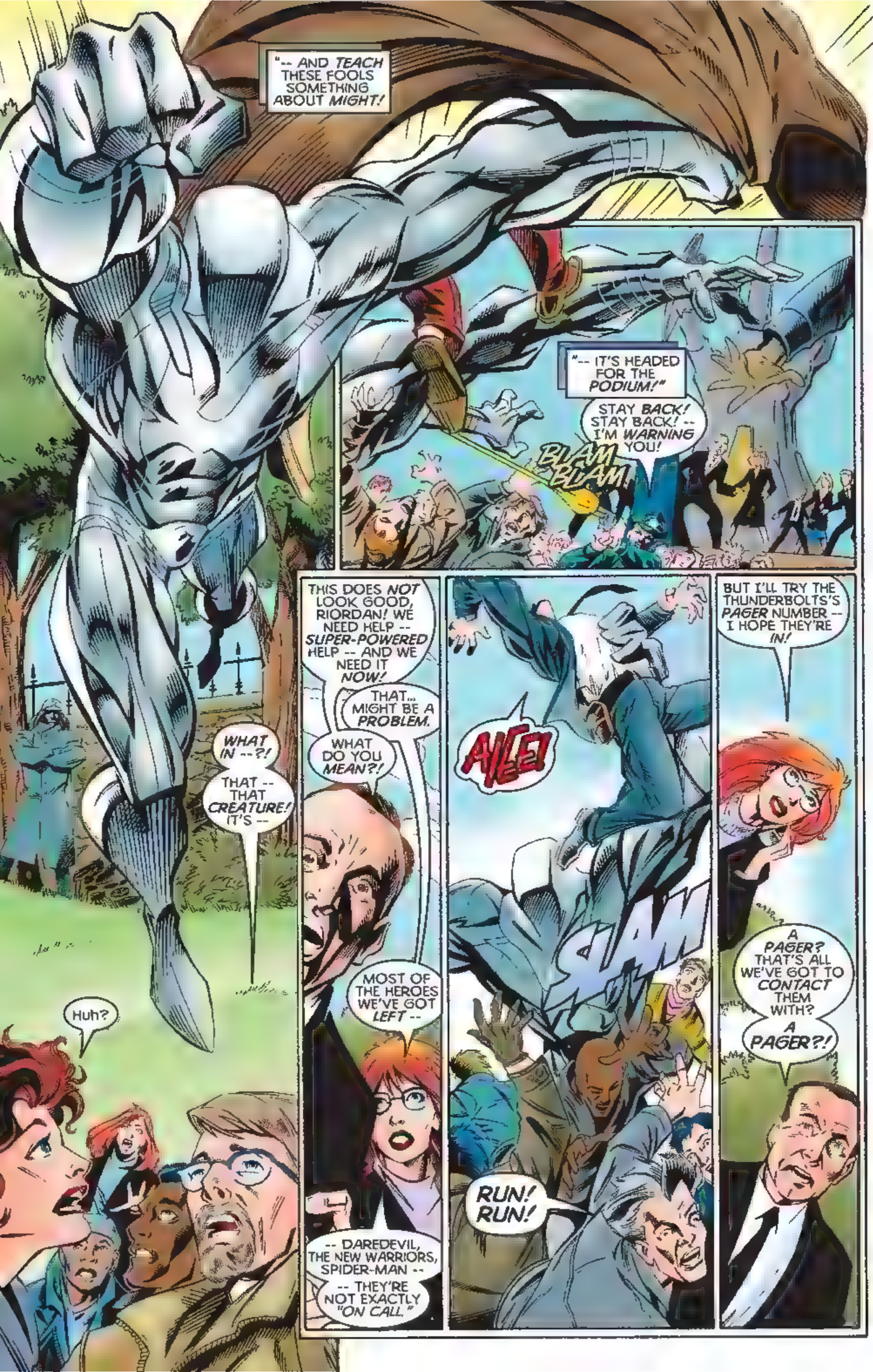
-- AND
INSTEAD,
THEY CHOSE
MERELY TO
CELEBRATE
THEIR
MIGHT.

HE CALLS HIMSELF
THE THINKER. OTHERS
CALL HIM THE MAD
THINKER. IT'S NOT
HARD TO FIGURE
OUT WHY.

A RIPPLE OF
WONDER AND
AWE SEEMS TO
GO THROUGH
THEM, AS THEY
TAKE IT IN --

-- A RIPPLE THAT
STARTS IN THE
FRONT ROWS --

AH WELL,
IT IS TIME GO,
MY COMPANION --
MY AWESOME
ANDROID --



"-- AND TEACH
THESE FOOLS
SOMETHING
ABOUT MIGHT!"

"-- IT'S HEADED
FOR THE
PODIUM!"

STAY BACK!
STAY BACK! --
I'M WARNING
YOU!

BLAM
BLAM

WHAT
IN --?!

THAT --
THAT
CREATURE!
IT'S --

Huh?

THIS DOES NOT
LOOK GOOD,
RIORDAN! WE
NEED HELP --
SUPER-POWERED
HELP -- AND WE
NEED IT
NOW!

THAT...
MIGHT BE A
PROBLEM.

WHAT
DO YOU
MEAN?!

MOST OF
THE HEROES
WE'VE GOT
LEFT --

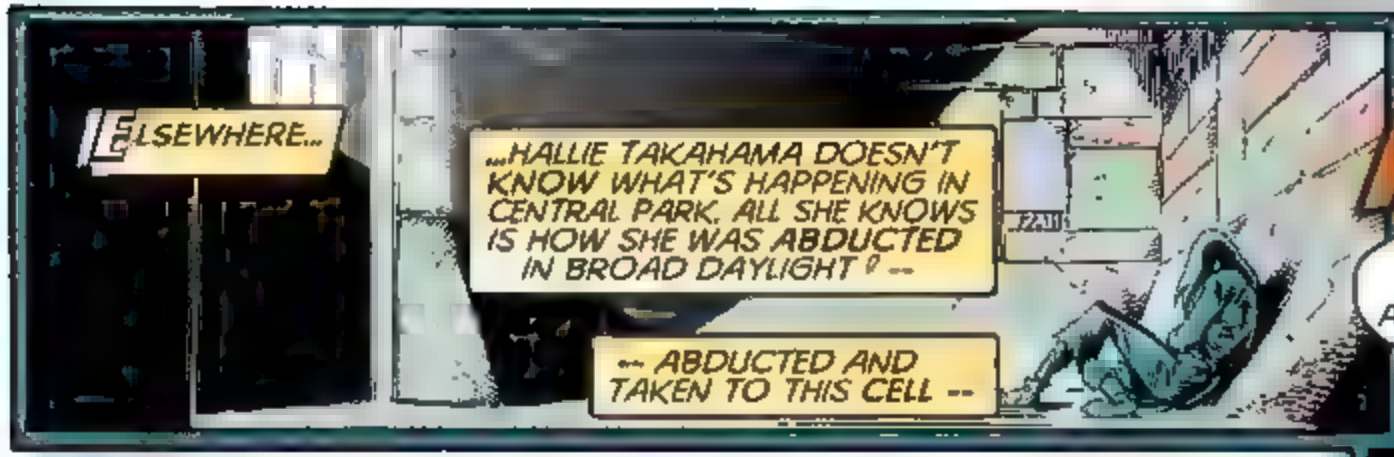
-- DAREDEVIL,
THE NEW WARRIORS,
SPIDER-MAN --
-- THEY'RE
NOT EXACTLY
"ON CALL."

AYE!

RUN!
RUN!

BUT I'LL TRY THE
THUNDERBOLTS'S
PAGER NUMBER --
I HOPE THEY'RE
IN!

A
PAGER?
THAT'S ALL
WE'VE GOT TO
CONTACT
THEM
WITH?
A
PAGER?!



ELSEWHERE...

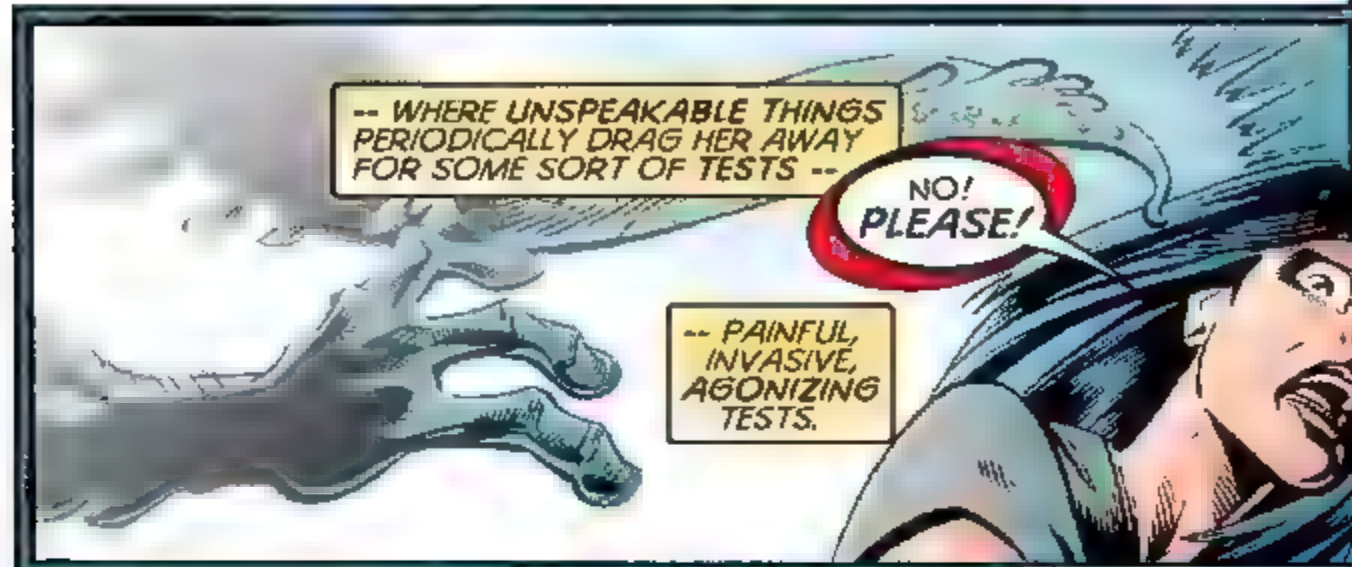
...HALLIE TAKAHAMA DOESN'T KNOW WHAT'S HAPPENING IN CENTRAL PARK. ALL SHE KNOWS IS HOW SHE WAS ABDUCTED IN BROAD DAYLIGHT --

-- ABDUCTED AND TAKEN TO THIS CELL --

KLITCH

N-NO! NOT AGAIN --!

THUNDERBOLTS #1 - Torn.



-- WHERE UNSPEAKABLE THINGS PERIODICALLY DRAG HER AWAY FOR SOME SORT OF TESTS --

NO! PLEASE!

-- PAINFUL, INVASIVE, AGONIZING TESTS.

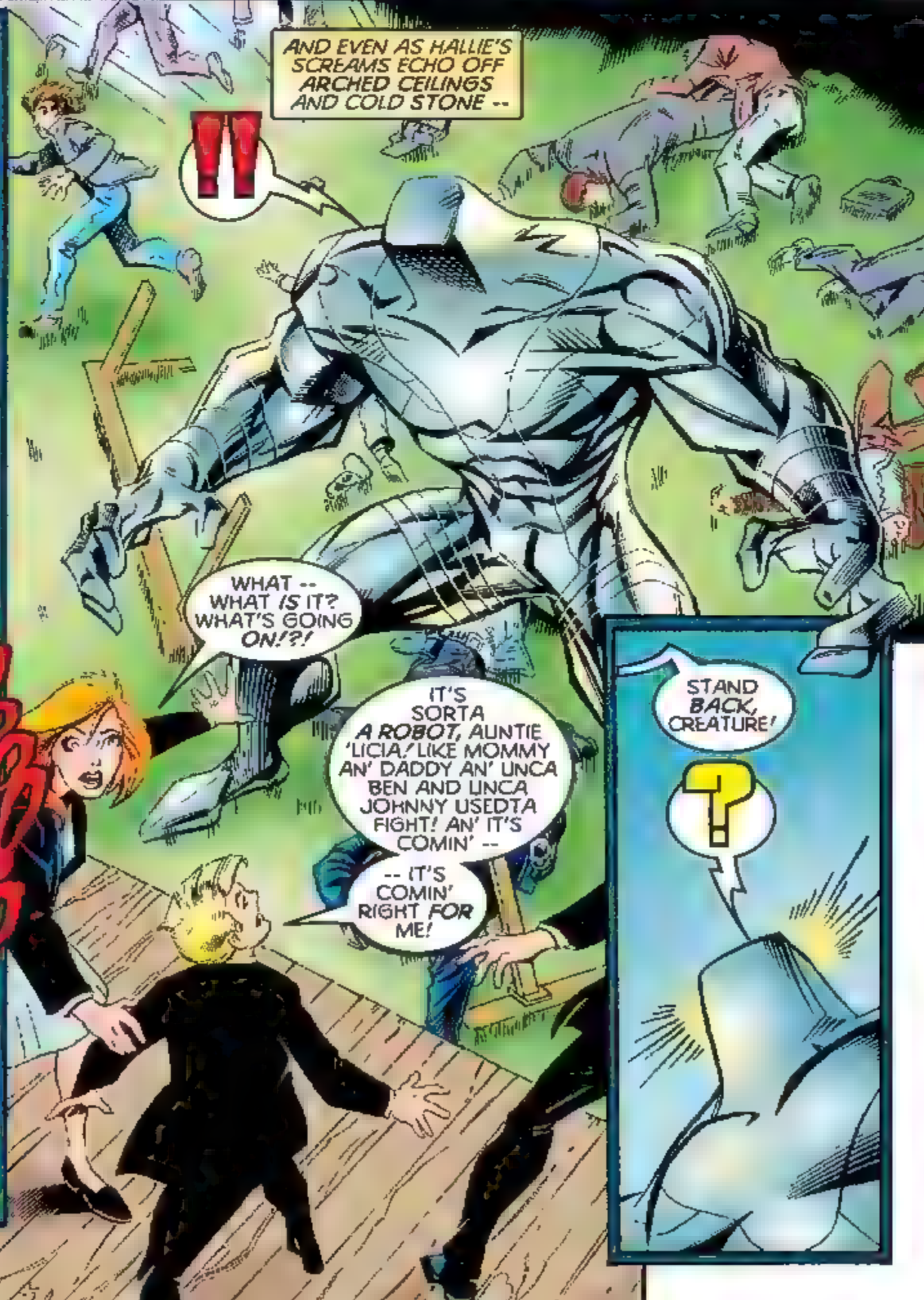
AND THE WORST THING ABOUT THE TESTS ISN'T THAT SHE DOESN'T KNOW WHO'S ADMINISTERING THEM, OR WHY.



NO, THE WORST THING --

NO!

-- IS THAT THEY NEVER END.



AND EVEN AS HALLIE'S SCREAMS ECHO OFF ARCHED CEILINGS AND COLD STONE --

!!

WHAT -- WHAT IS IT? WHAT'S GOING ON!?!

IT'S SORTA A ROBOT, AUNTIE 'LICIA,' LIKE MOMMY AN' DADDY AN' UNCA BEN AND UNCA JOHNNY USEDTA FIGHT! AN' IT'S COMIN' --

-- IT'S COMIN' RIGHT FOR ME!

STAND BACK, CREATURE!

?



-- AND PRODIGIOUS STRENGTH!

THE ANDROID GOES DOWN -- AND SHE DOES NOT EXPECT IT TO GET UP.

BUT IT DOES. RISING, IT TWISTS THE FEATURELESS STUB THAT SERVES AS ITS HEAD TOWARD THE NEW ARRIVALS -- AS IF STUDYING THEM, ASSESSING --

...

-- AND THEN --

THERE'S SOMETHING YOU DON'T SEE EVERY DAY.

IT'S APPARENTLY MUTABLE, THUNDERBOLTS -- AND IT CAN COUNT. SIX OF US, SIX OF IT.

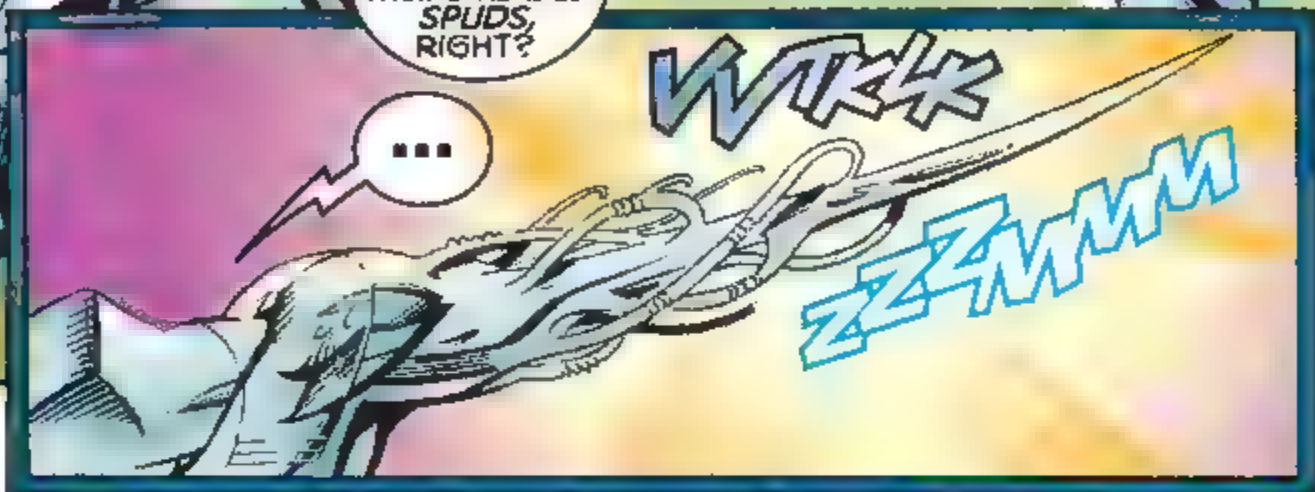
SO WE'D BETTER WHITTLE THOSE NUMBERS DOWN --



-- STARTING NOW!

HOW HARD CAN THIS BE? THERE MAY BE SIX OF THE LITTLE THUMB-HEADED SPUDS --

-- BUT THEY'RE STILL JUST THUMB-HEADED SPUDS, RIGHT?



...

APPARENTLY, ATLAS --

-- THEY'RE SOMETHING MORE THAN THAT! WATCH YOURSELF!

ATLAS CAN GROW TO INCREDIBLE HEIGHTS -- BUT THE LARGER HE GETS, THE HARDER IT IS TO STAY COHERENT, TO KEEP THE MOLECULES OF HIS BODY TOGETHER.

OKAY, OKAY, SO THEY CAN GROW THEIR ARMS OUT INTO BLADES. THAT'S CUTE -- BUT I'D LIKE TO SEE THEM MATCH THIS!

HE FIGURES TWENTY FEET WILL BE MORE THAN ENOUGH TO HANDLE HIS FOE.

UNFORTUNATELY --



!!

OH! Aw, NUTS!



THIS IS CRAZY!

GROWING WINGS -- GETTING AS BIG AS ATLAS --

-- WHO ARE THESE GUYS!?

MACH-1!

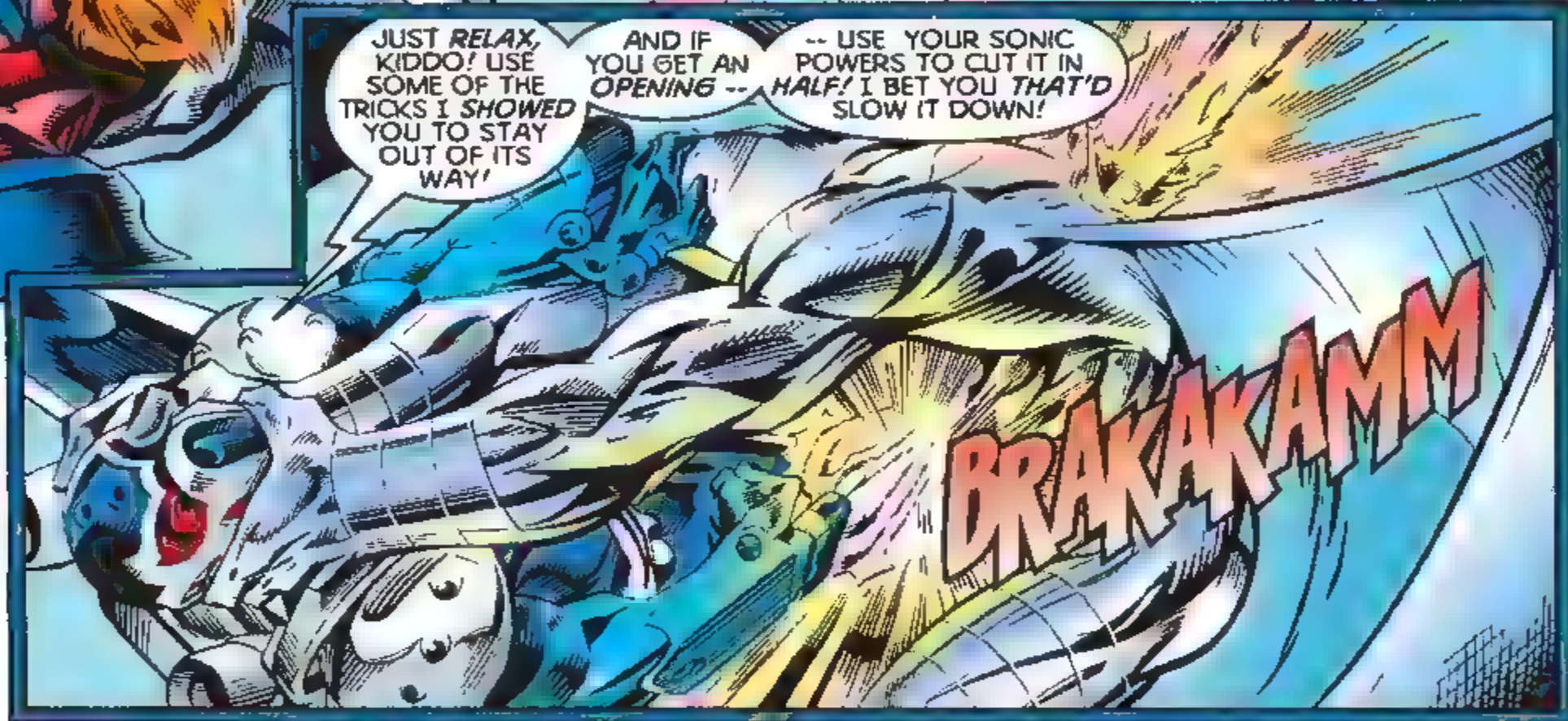
MINE'S GROWING CLAWS -- AND HE'S GETTING FASTER!

WHAT DO I DO!?

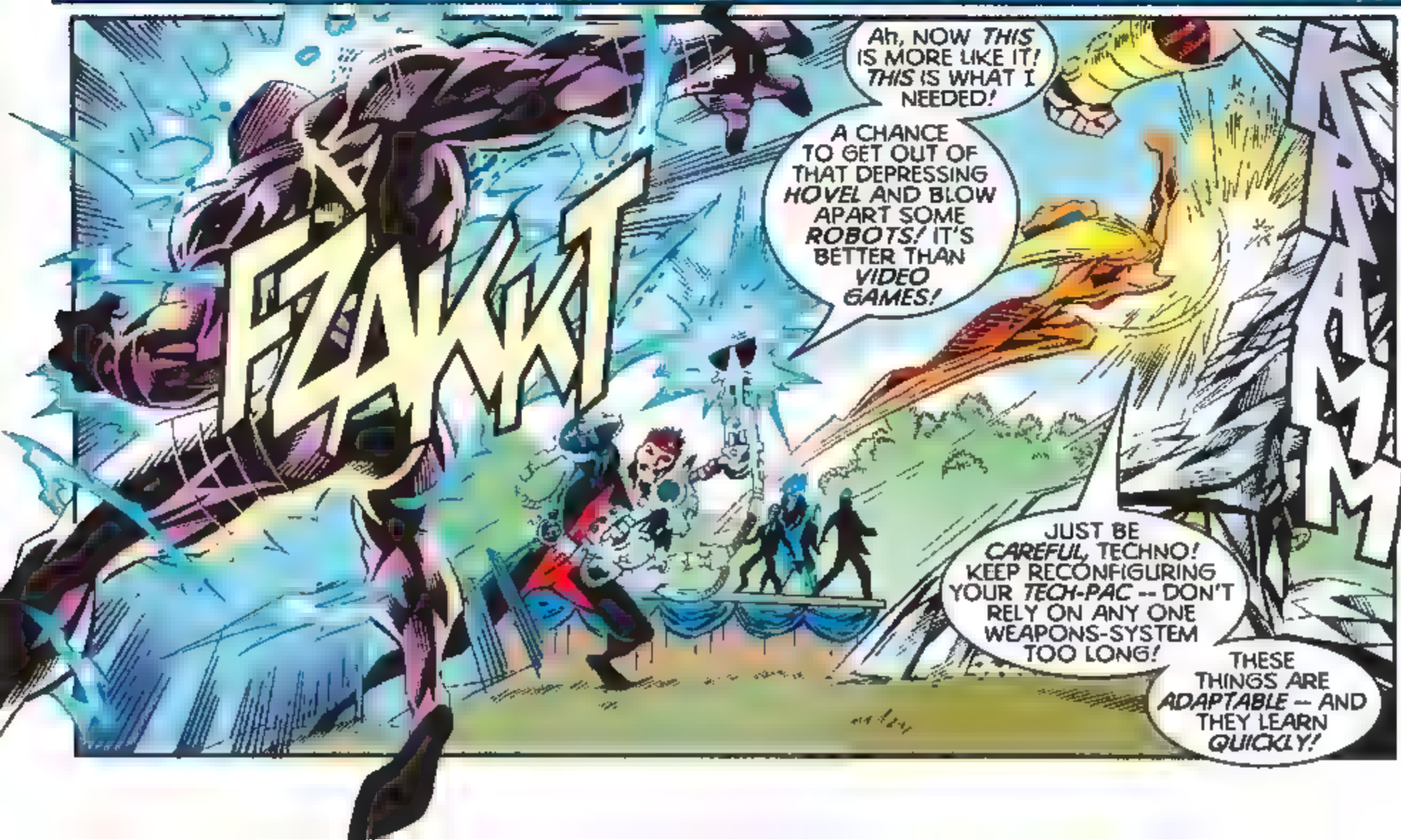
JUST RELAX, KIDDO! USE SOME OF THE TRICKS I SHOWED YOU TO STAY OUT OF ITS WAY!

AND IF YOU GET AN OPENING --

-- USE YOUR SONIC POWERS TO CUT IT IN HALF! I BET YOU THAT'D SLOW IT DOWN!



BRAKAKAMM



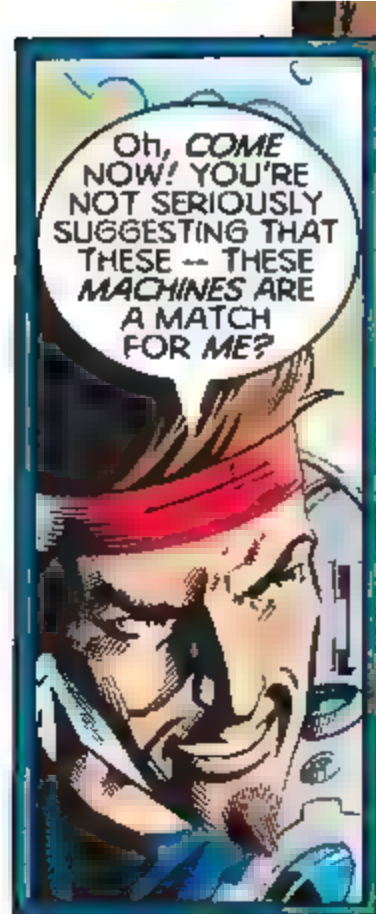
Ah, NOW THIS IS MORE LIKE IT! THIS IS WHAT I NEEDED!

A CHANCE TO GET OUT OF THAT DEPRESSING HOVEL AND BLOW APART SOME ROBOTS! IT'S BETTER THAN VIDEO GAMES!

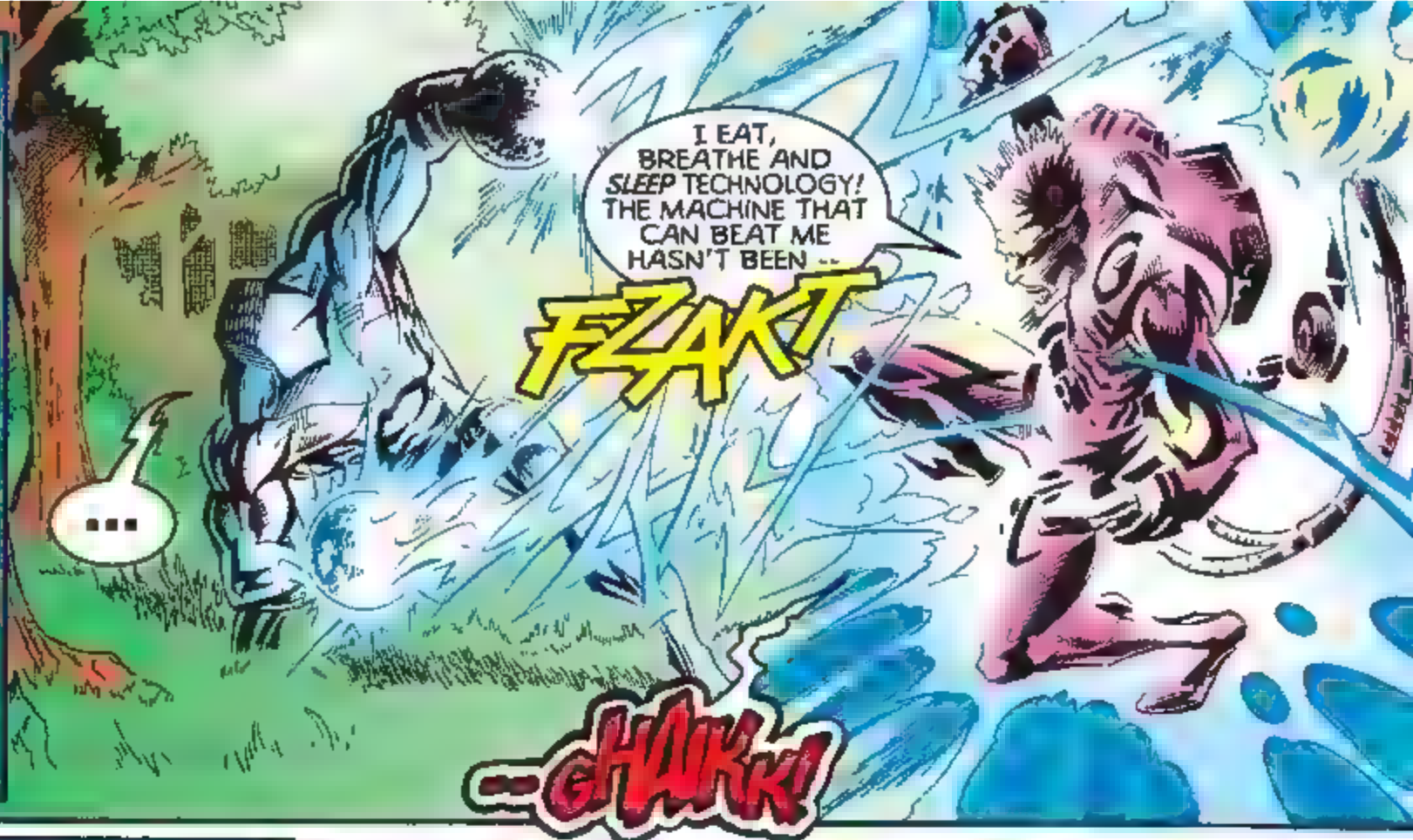
JUST BE CAREFUL, TECHNO! KEEP RECONFIGURING YOUR TECH-PAC -- DON'T RELY ON ANY ONE WEAPONS-SYSTEM TOO LONG!

THESE THINGS ARE ADAPTABLE -- AND THEY LEARN QUICKLY!

RAM



Oh, COME NOW! YOU'RE NOT SERIOUSLY SUGGESTING THAT THESE -- THESE MACHINES ARE A MATCH FOR ME?



I EAT, BREATHE AND SLEEP TECHNOLOGY! THE MACHINE THAT CAN BEAT ME HASN'T BEEN --

FZAK!

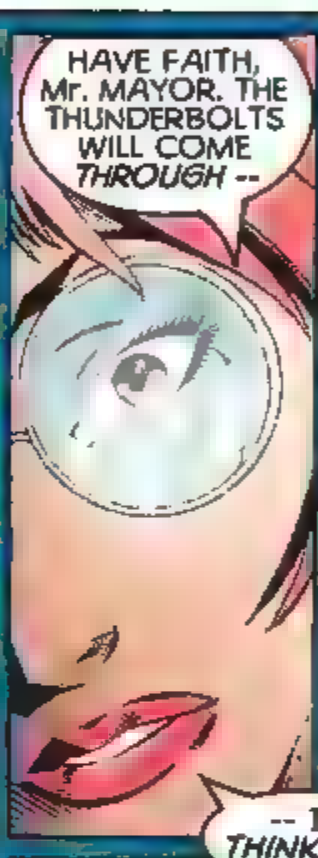
--GHAUK!



IT DOESN'T LOOK LIKE THEY'RE WINNING, RIORDAN.

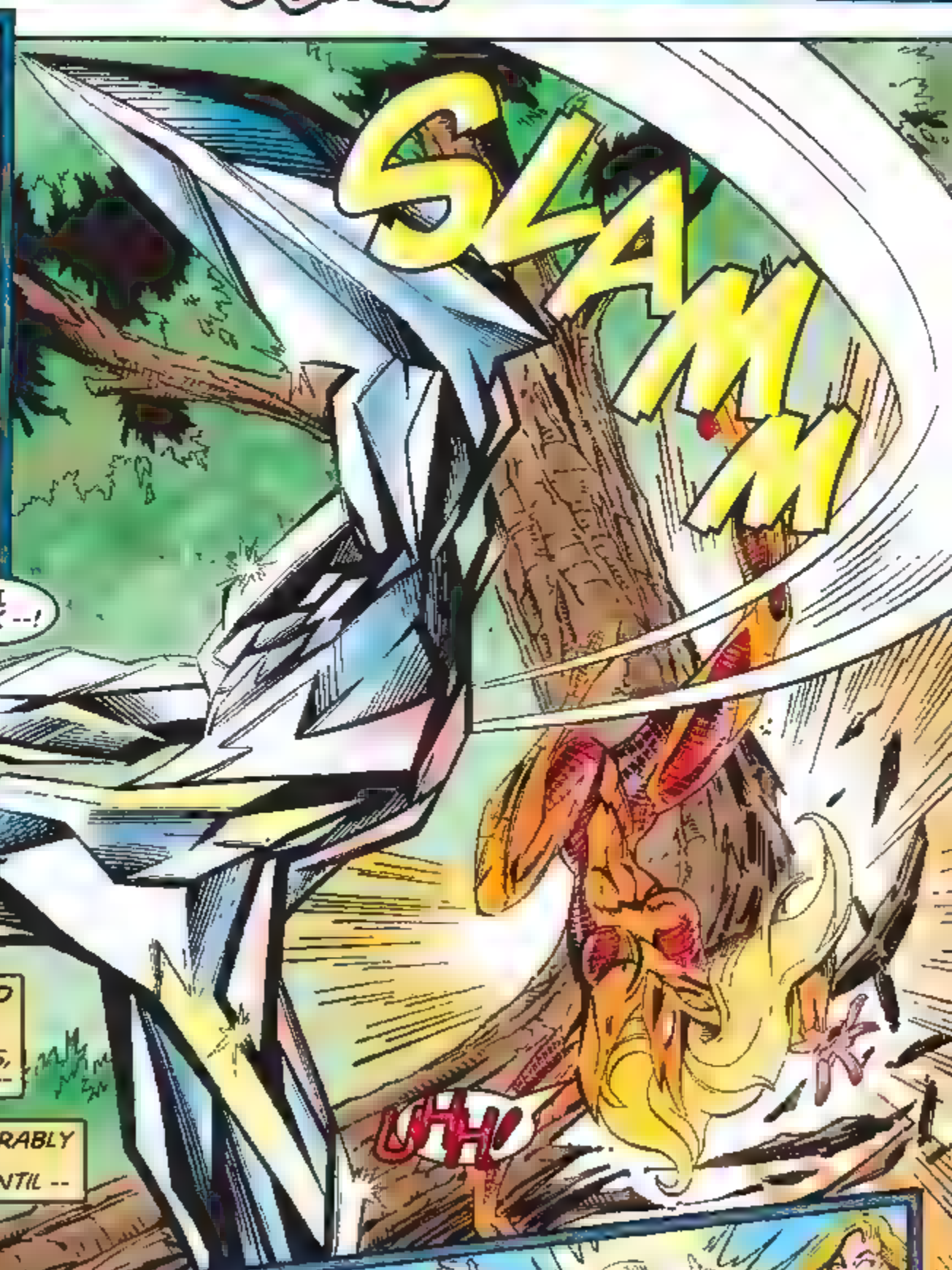
IF IT WERE THE FANTASTIC FOUR, OR THE AVENGERS, I'D HAVE MORE CONFIDENCE IN THEM, BUT --

-- CAN WE COUNT ON THEM?



HAVE FAITH, MR. MAYOR. THE THUNDERBOLTS WILL COME THROUGH --

-- I THINK --!



SLAM!

IT TURNED DIAMOND-HARD AFTER HER SECOND PUNCH. AND FROM THEN ON, IT SHRUGGED OFF HER BLOWS, AND EACH RETURN STRIKE --

-- WAS MEASURABLY STRONGER, STRONGER, UNTIL --

UHH!



AUNTIE 'LICIA! IT'S GOT ME!

FRANKLIN! FRANKLIN!

ITS TARGET
ACQUIRED,
THE ANDROID
IMMEDIATELY
SHIFTS FORM --

-- AND
THROUGH
BLEARY EYES,
METEORITE
SEES --

IT'S -- IT'S
GETTING
AWAY!

WE
CAN'T ALLOW
THAT!

SONGBIRD!
MACH-1! ONE
OF THE ROBOTS HAS
THE RICHARDS BOY!
IT'S HEADED
SOUTH!

WE'RE THERE,
METEORITE!

MY HEAD'S
STILL SPINNING --
I'M IN NO SHAPE
FOR A CHASE RIGHT
NOW! YOU'LL HAVE
TO CATCH UP TO
IT -- AND GET THE
BOY BACK!

GOOD.

I'LL
HELP DEAL
WITH THE
OTHERS!

BUT --

THEY'RE
TAKING WING!
THEY'VE GOT WHAT
THEY CAME
FOR --

-- SO
THEY'VE LOST
INTEREST IN
US!

QUICKLY,
TECHNO --
TO THE
V-WING!

ATLAS! SHRINK YOUR OVER-
SIZED BUTT DOWN AND HOP
ON -- OR DON'T YOU WANT
ANOTHER CRACK AT THOSE
CONSTRUCTS?

YOU BETTER BELIEVE I DO.
BUT WHAT I MOST WANT
TO KNOW IS, WHO'S
PULLING THIS JOB? THEY
CAN'T BE OUT FOR
REVENGE --

-- THE
KID'S FOLKS
ARE ALREADY
DEAD! SO WHO'D
WANT THE KID
SNATCHED --

"-- AND WHY?"

THE POOR KID -- LISTEN TO HIM!

I DON'T KNOW IF I CAN HANDLE THIS, MACH-1. THE FLYING RATTLES ME, AND I GET ALL --

YOU'RE STRONGER THAN YOU THINK, KIDDO. JUST FORGET ABOUT THE FLYING. LET YOUR BODY TAKE CARE OF THAT, LIKE IT DOES WHEN YOU'RE WALKING --

-- AND CONCENTRATE ON YOUR TARGET!

OKAY...

-- BUT I STILL WISH I'D NEVER LET TECHNO TALK ME INTO THESE WINGS!

SONGBIRD SCREAMS -- A BEAM OF PURE, SOLID SOUND LANCES OUT --

HELP!

SOMEBODY -- ANYBODY! HEEEEELP!

-- AND --

H-huh? A BUBBLE -- LIKE MOM'S BUBBLES!

EXCEPT -- I CAN SEE IT!

SORRY, KID -- IT'S JUST ME I WISH YOUR MOM WAS HERE TO TAKE CARE OF YOU --

-- BUT I KNOW WHAT IT'S LIKE TO BE SCARED AND ALONE -- AND I'LL KEEP YOU SAFE! I PROMISE!

WHRAK

GREAT WORK, SONGBIRD! YOU PLUCKED HIM AWAY CLEAN!

NOW ALL WE'VE GOT TO DO IS SHUT THIS JERK DOWN -- AND WITH TWO AGAINST ONE, WE SHOULD HAVE NO --

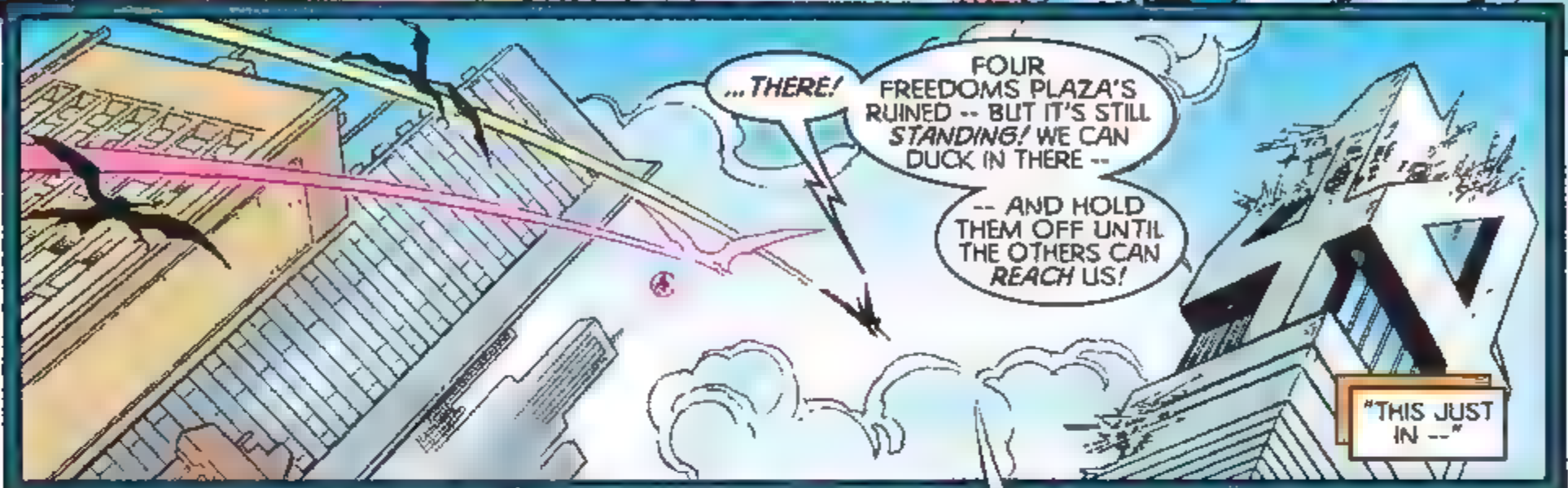


Uh, MACH-1... I THINK IT'S A LOT WORSE THAN TWO-TO-ONE.

Uh-Oh! WE'VE GOT TO FIND SOME COVER -- SO THEY CAN'T SURROUND US!

Uh...

GREAT! WHERE?

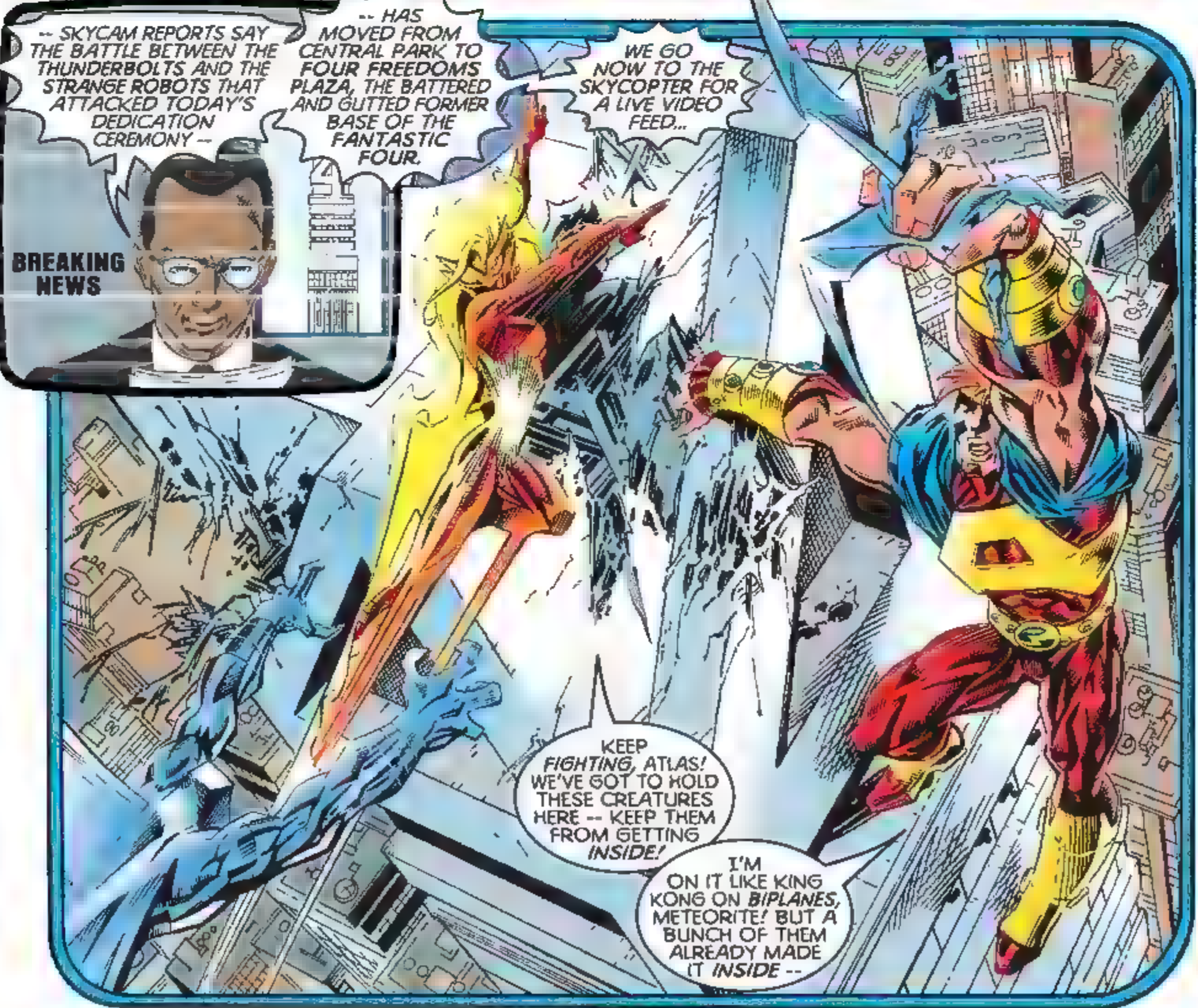


...THERE!

FOUR FREEDOMS PLAZA'S RUINED -- BUT IT'S STILL STANDING! WE CAN DUCK IN THERE --

-- AND HOLD THEM OFF UNTIL THE OTHERS CAN REACH US!

"THIS JUST IN --"



-- SKYCAM REPORTS SAY THE BATTLE BETWEEN THE THUNDERBOLTS AND THE STRANGE ROBOTS THAT ATTACKED TODAY'S DEDICATION CEREMONY --

-- HAS MOVED FROM CENTRAL PARK TO FOUR FREEDOMS PLAZA, THE BATTERED AND GUTTED FORMER BASE OF THE FANTASTIC FOUR.

WE GO NOW TO THE SKYCOPTER FOR A LIVE VIDEO FEED...

BREAKING NEWS

KEEP FIGHTING, ATLAS! WE'VE GOT TO HOLD THESE CREATURES HERE -- KEEP THEM FROM GETTING INSIDE!

I'M ON IT LIKE KING KONG ON BIPLANES, METEORITE! BUT A BUNCH OF THEM ALREADY MADE IT INSIDE --



"-- WHAT DO WE DO ABOUT THEM?!"

WHOOM

CHOOM

RAKKT

Oh, GOD -- THEY WON'T STOP!

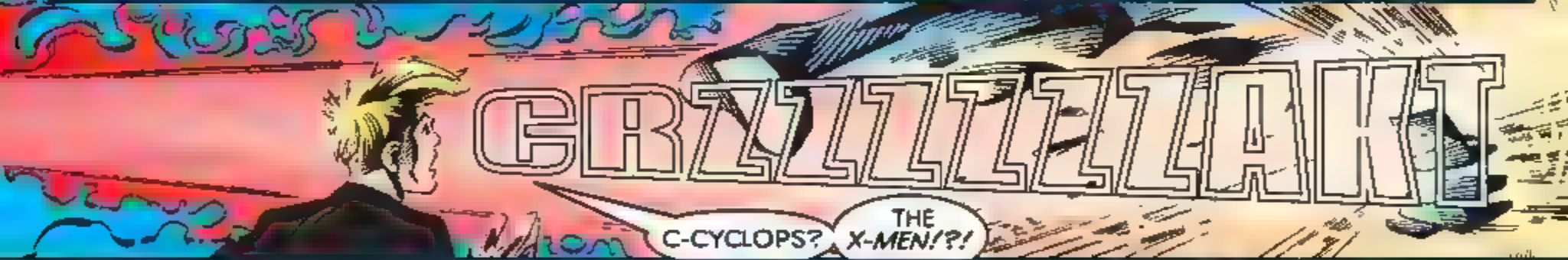
JUST KEEP FIGHTING, SONGBIRD! WE'VE GOT TO HOLD THEM BACK!

O-oh, NO! B-BEHIND YOU --



-- ANOTHER ONE --!

BUT AS THE ANDROID REACHES FOR THE TERRIFIED YOUNG BOY --



CRZZZZZZZZT

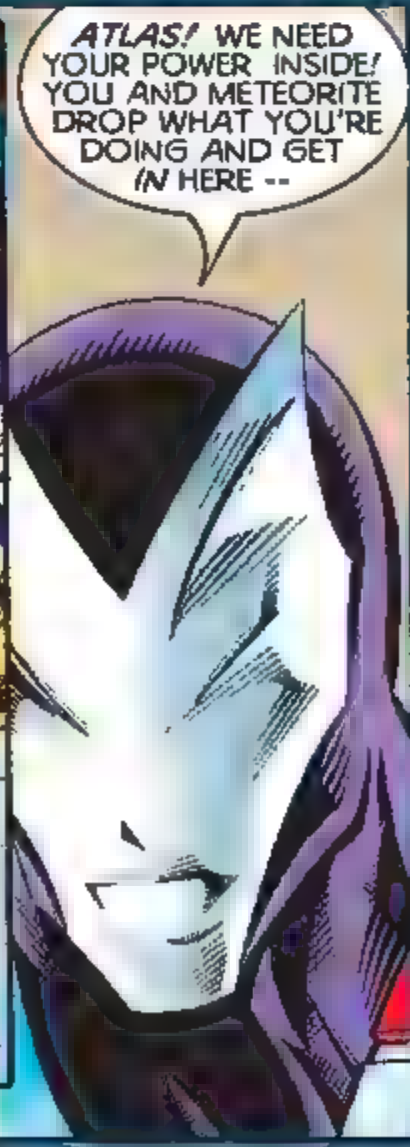
C-CYCLOPS? THE X-MEN!?!



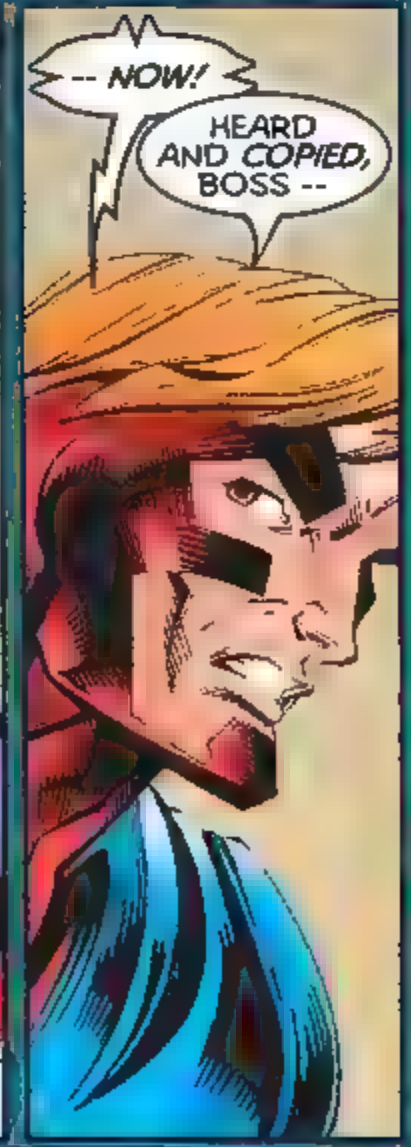
Hah! YOU DON'T NEED NO STINKIN' X-MEN, YOUNGSTER! NOT WHEN YOU'VE GOT THE THUNDERBOLTS!

JOIN SONGBIRD AND MACH-1, TECHNO! FORM A DEFENSIVE RING! I'LL HAVE THE OTHERS FLANK THEM!

COOL!



ATLAS! WE NEED YOUR POWER INSIDE! YOU AND METEORITE DROP WHAT YOU'RE DOING AND GET IN HERE --



-- NOW! HEARD AND COPIED, BOSS --



-- AND WE'RE ON **OUR WAY!**

BELOW, PASSERSBY AND RUBBERNECKERS GAZE UPWARD, CRANING TO SEE SOMETHING AMID THE ENERGY-FLASHES AND RUMBLINGS ABOVE THEM --

-- THEIR FACES UNIFORMLY RAPT, FLUSHED WITH EXCITEMENT.

UNIFORMLY, THAT IS --

THE THINKER IGNORES THE CROWD. THEY ARE IRRELEVANT, LIKE THE BLEATING OF SHEEP. HIS ATTENTION IS ENTIRELY FOCUSED --

THOUGH I'VE GOT TO ADMIT -- I NEVER THOUGHT I'D ACTUALLY BE BUSTIN' INTO F.F. HEAD-QUARTERS --

-- LET ALONE DOING IT AS ONE OF THE GOOD GUYS!

-- ON WHAT WAITS ABOVE.

-- SAVE FOR ONE.

I DON'T LIKE THIS. MY ANDROIDS SHOULD HAVE DEFEATED THEM LONG SINCE SOMETHING MUST HAVE GONE AWRY.

I HAD BETTER TAKE A DIRECT HAND IN THIS.

H-Huh?

THAT GUY -- LOOK!

ON HIS BACK! IT -- JUST GREW OUT?

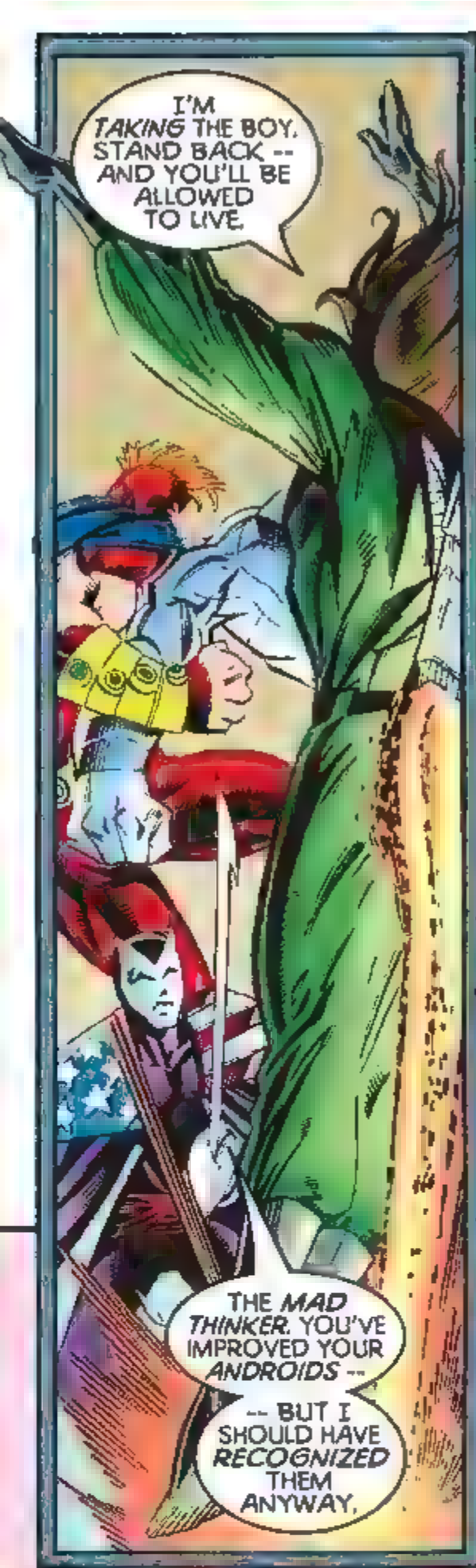
HEY, MISTER --

I THOUGHT THERE'D BE MORE IN HERE TO WORK WITH -- THE FANTASTIC FOUR'S VAUNTED DEFENSE SYSTEMS! BUT NO -- THE PLACE IS GUTTED! EMPTY!

YEAH -- MY GRAMPA TOOK EVERYTHING AWAY SO THE GUM'MINT WOULDN'T GET IT.

A LAUD-ABLE GOAL, YOUNG FRANKLIN, UNDER MOST CIRCUMSTANCES. BUT WE COULD HAVE USED -- Eh?

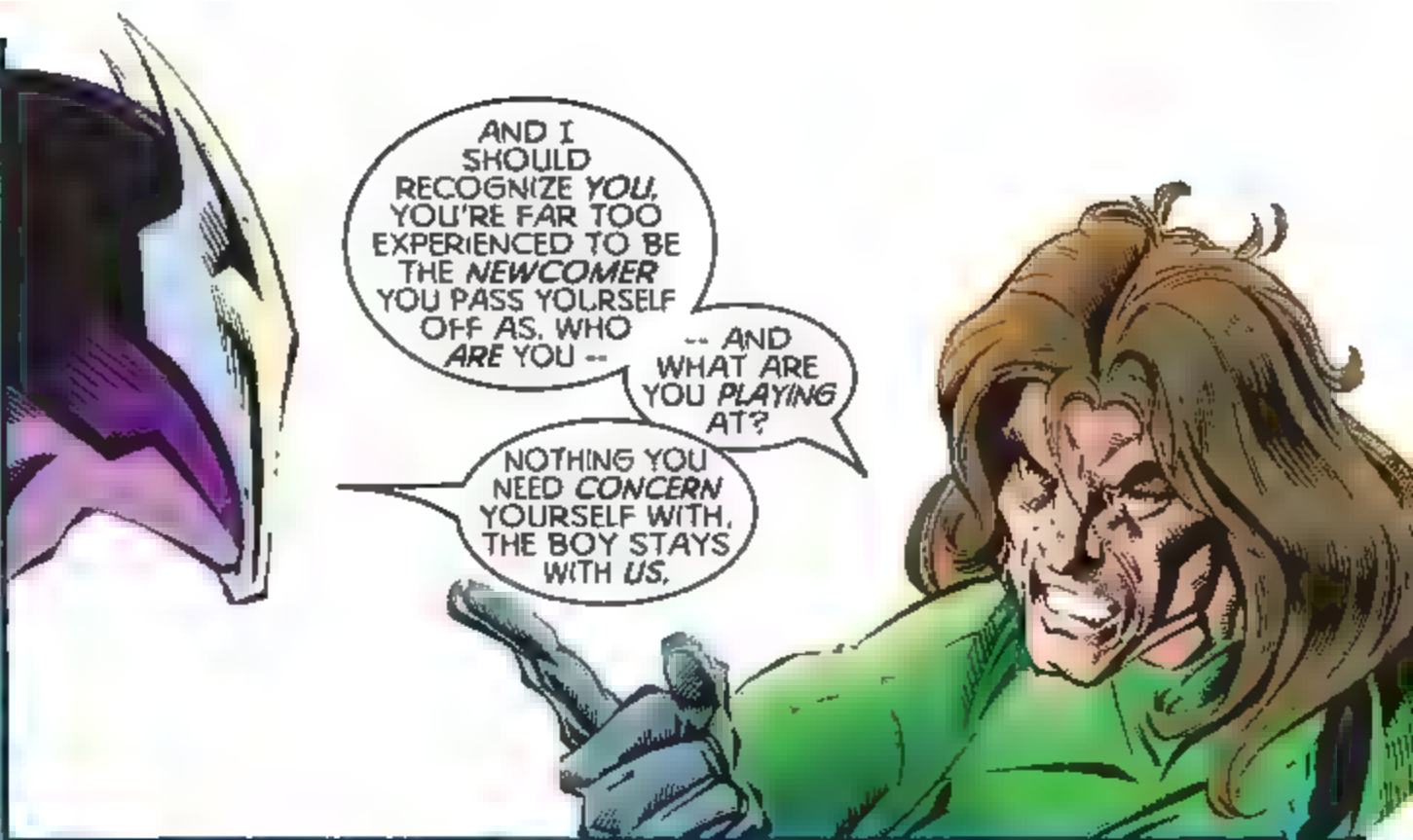
TALES OF THE MARVEL UNIVERSE #1 AGAIN TONI



I'M
TAKING THE BOY.
STAND BACK --
AND YOU'LL BE
ALLOWED
TO LIVE.

THE MAD
THINKER. YOU'VE
IMPROVED YOUR
ANDROIDS --

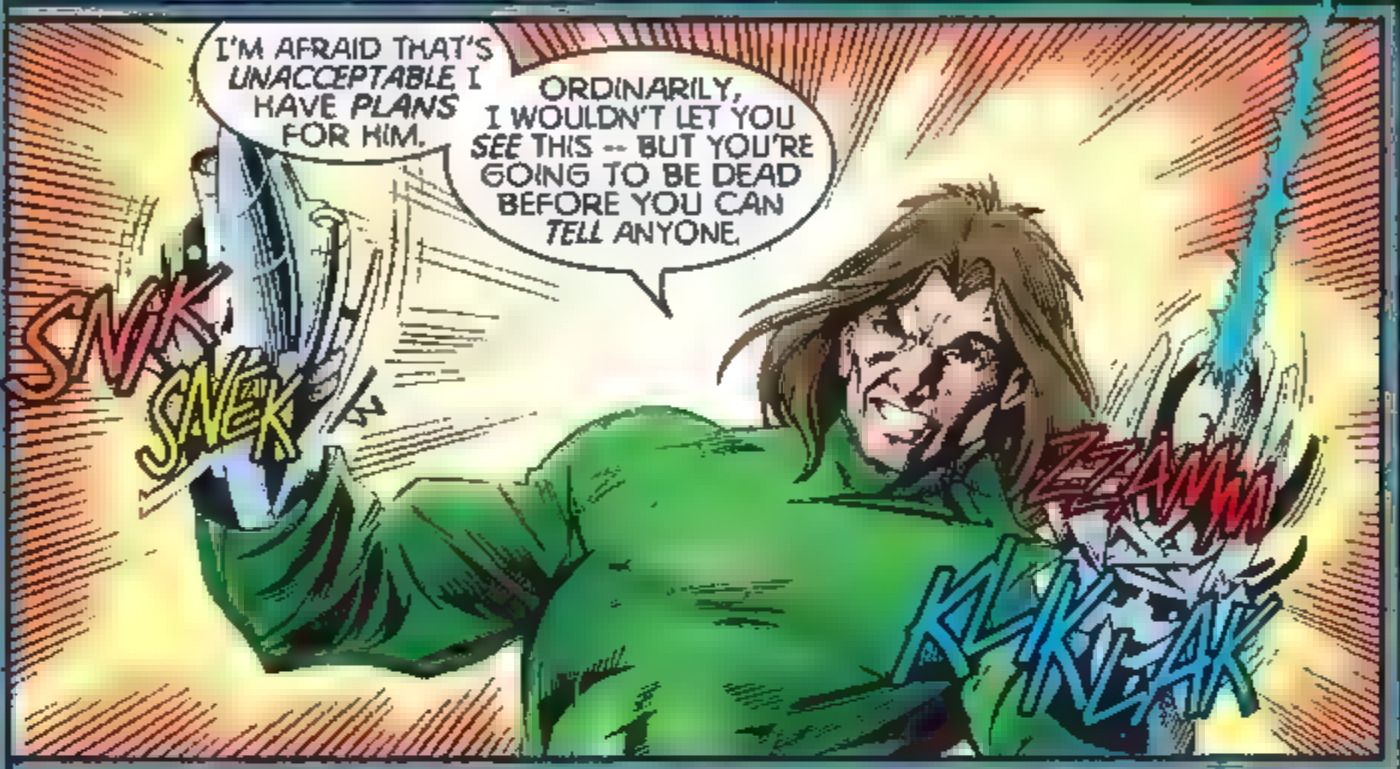
-- BUT I
SHOULD HAVE
RECOGNIZED
THEM
ANYWAY.



AND I
SHOULD
RECOGNIZE YOU,
YOU'RE FAR TOO
EXPERIENCED TO BE
THE NEWCOMER
YOU PASS YOURSELF
OFF AS. WHO
ARE YOU --

-- AND
WHAT ARE
YOU PLAYING
AT?

NOTHING YOU
NEED CONCERN
YOURSELF WITH.
THE BOY STAYS
WITH US.



I'M AFRAID THAT'S
UNACCEPTABLE I
HAVE PLANS
FOR HIM.

ORDINARILY,
I WOULDN'T LET YOU
SEE THIS -- BUT YOU'RE
GOING TO BE DEAD
BEFORE YOU CAN
TELL ANYONE.



WE'LL SEE.
WHAT DO YOU
WANT WITH THE
BOY?

HE'S
WITNESSED
HUNDREDS OF
EXPERIMENTS
PERFORMED BY
HIS FATHER --
POSSIBLY
THOU-
SANDS!

THE FULL
DETAILS OF ALL OF THOSE
EXPERIMENTS LIE IN HIS SUB-
CONSCIOUS MEMORY! I'M
GOING TO TAP HIS MIND --
PROBE THAT MEMORY --

-- AND
CLAIM ALL OF REED
RICHARDS'S SECRETS
FOR MYSELF!

I'M
IMPRESSED.

IT'S A GOOD
PLAN. I SEE NO
REASON THAT IT
WOULDN'T
WORK.

EXCEPT,
OF COURSE,
FOR ME

BAH! YOU
DON'T HAVE
THE POWER TO
STOP ME!

FOR
ALL YOUR SKILL,
YOU'RE NOTHING MORE
THAN A JUMPED-UP
ACROBAT WITH
A SWORD!

Oh, I'M
FAR MORE
THAN THAT,
I ASSURE
YOU.
FOR
EXAMPLE --

Eh?

ZZZAKK

-- I
KNOW THAT WITH
THOSE HANDS, THAT
JET-PACK -- YOU'RE NOT
THE REAL MAD THINKER,
BUT A ROBOT, LIKE
YOUR ANDROID
DRONES!

AND
MORE --

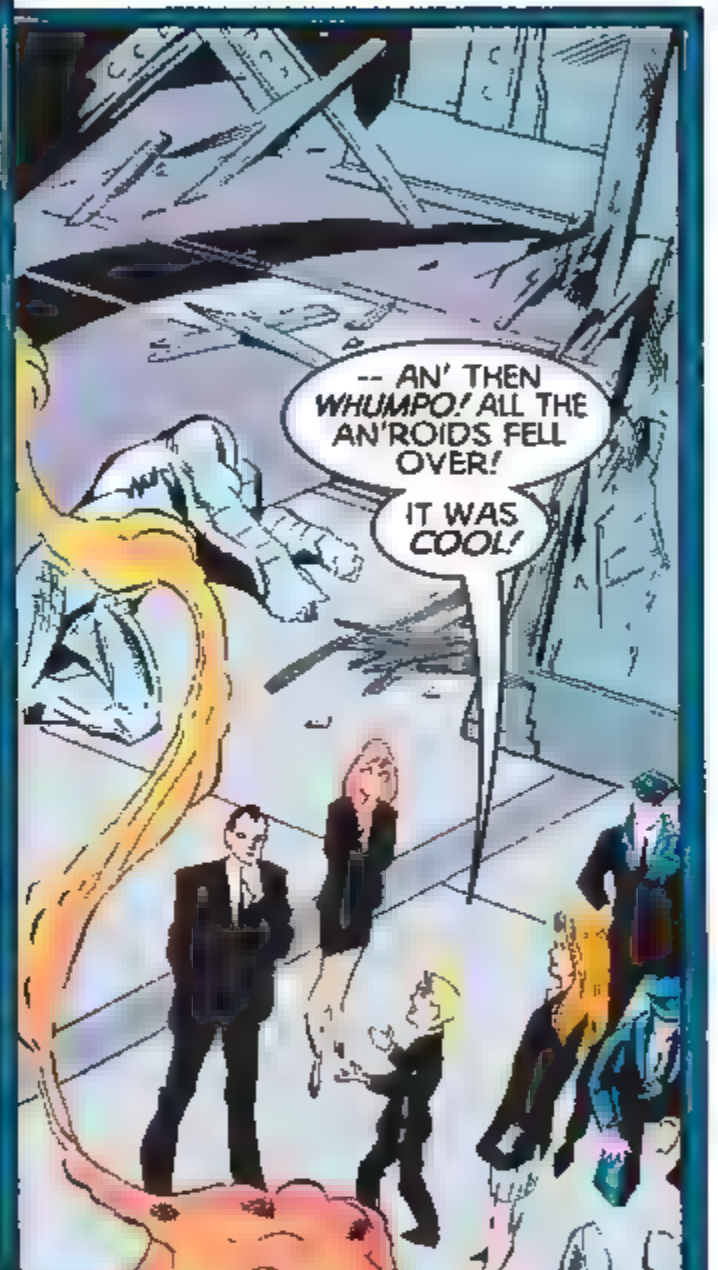
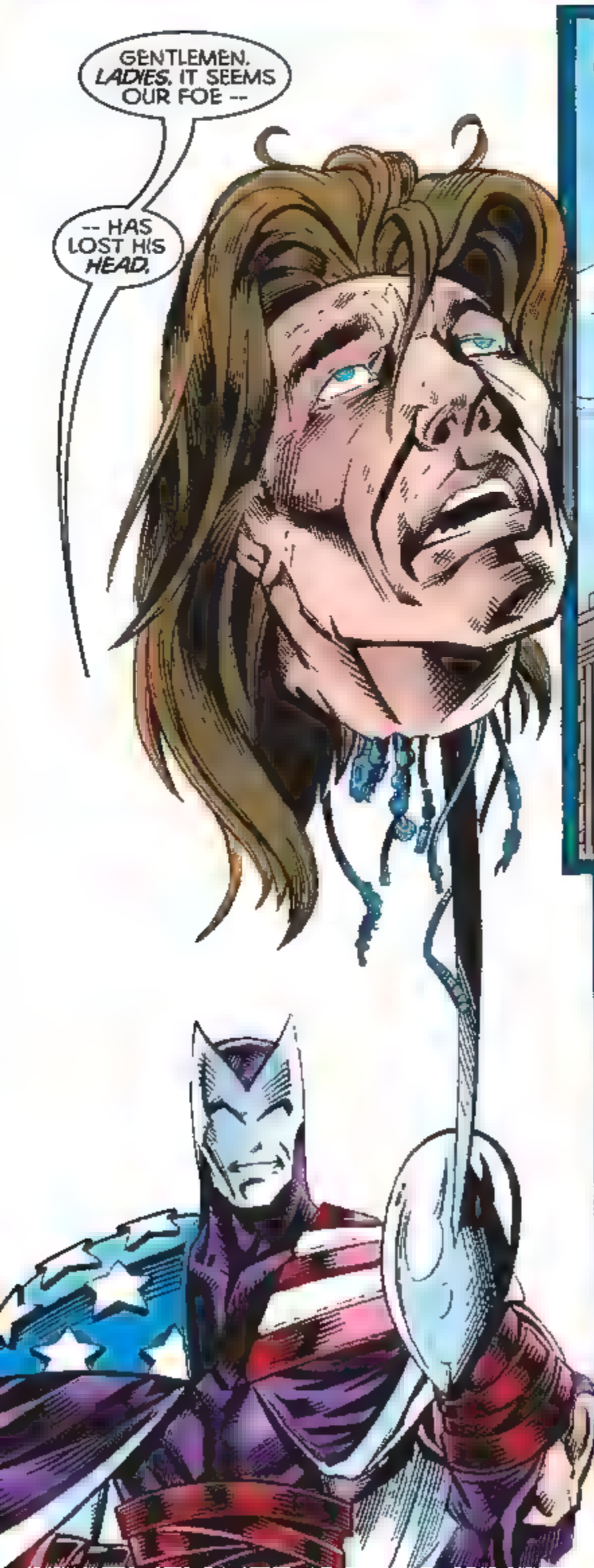
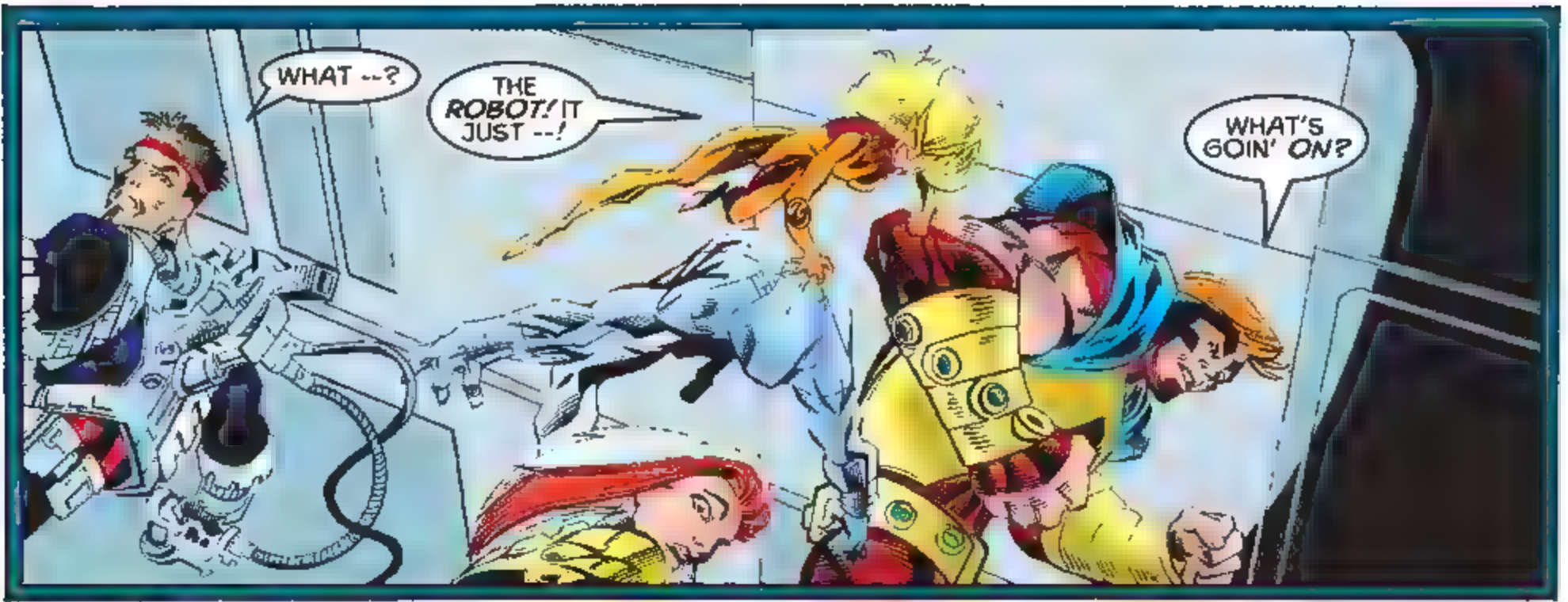
-- IT
SEEMS CLEAR THAT
COMMANDS ARE BEING
TRANSMITTED TO YOUR
ANDROIDS THROUGH
YOU!

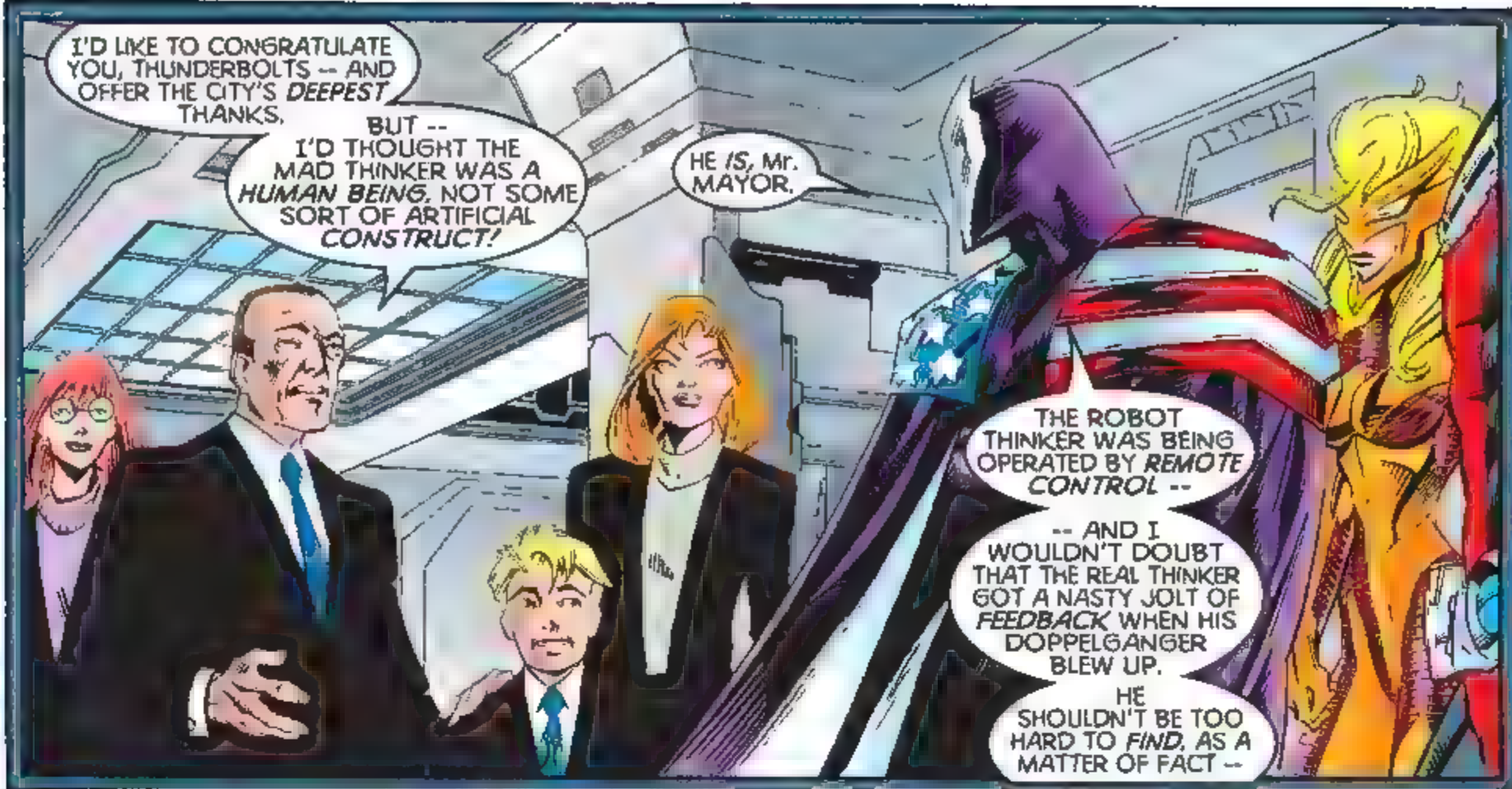
WHAM

THUS,
WHILE THE
ANDROIDS HAVE
NO CENTRAL UNIT,
NOTHING THAT CAN
BE DESTROYED,
TO SHUT THEM
DOWN --

-- THE
SAME CAN'T
BE SAID OF
YOU!

KWASH





I'D LIKE TO CONGRATULATE YOU, THUNDERBOLTS -- AND OFFER THE CITY'S DEEPEST THANKS.

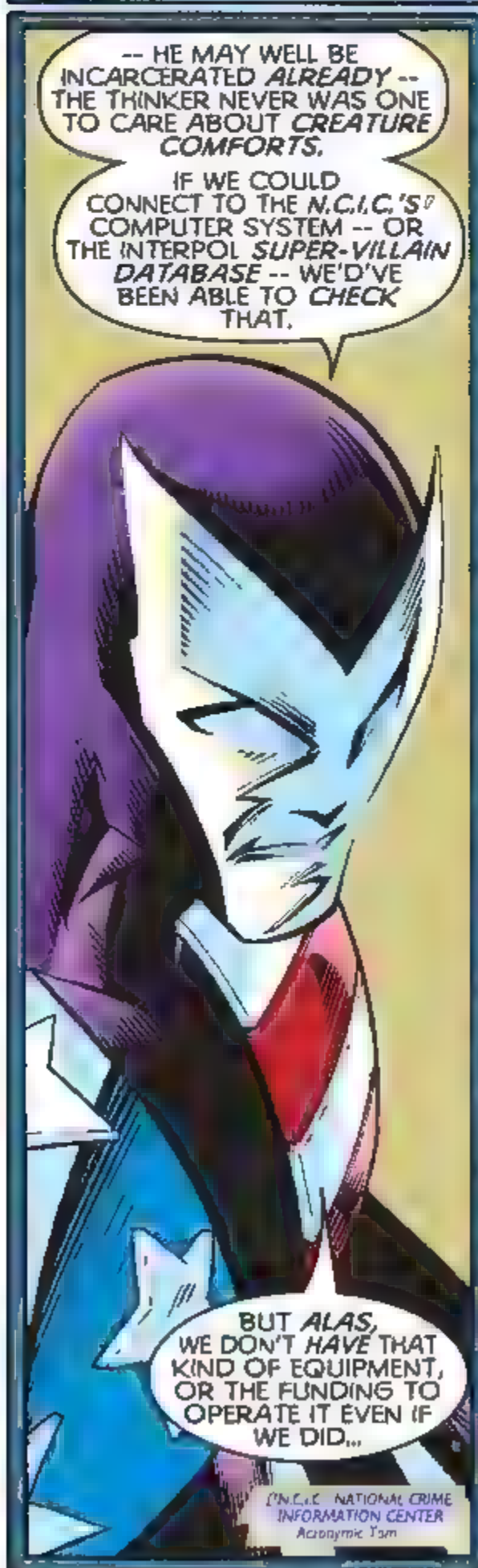
BUT -- I'D THOUGHT THE MAD THINKER WAS A HUMAN BEING, NOT SOME SORT OF ARTIFICIAL CONSTRUCT!

HE /S, Mr. MAYOR.

THE ROBOT THINKER WAS BEING OPERATED BY REMOTE CONTROL --

-- AND I WOULDN'T DOUBT THAT THE REAL THINKER GOT A NASTY JOLT OF FEEDBACK WHEN HIS DOPPELGÄNGER BLEW UP.

HE SHOULDN'T BE TOO HARD TO FIND, AS A MATTER OF FACT --



-- HE MAY WELL BE INCARCERATED ALREADY -- THE THINKER NEVER WAS ONE TO CARE ABOUT CREATURE COMFORTS.

IF WE COULD CONNECT TO THE N.C.I.C.'S COMPUTER SYSTEM -- OR THE INTERPOL SUPER-VILLAIN DATABASE -- WE'D'VE BEEN ABLE TO CHECK THAT.

BUT ALAS, WE DON'T HAVE THAT KIND OF EQUIPMENT, OR THE FUNDING TO OPERATE IT EVEN IF WE DID...

(N.C.I.C. NATIONAL CRIME INFORMATION CENTER
Acronymic Tom)



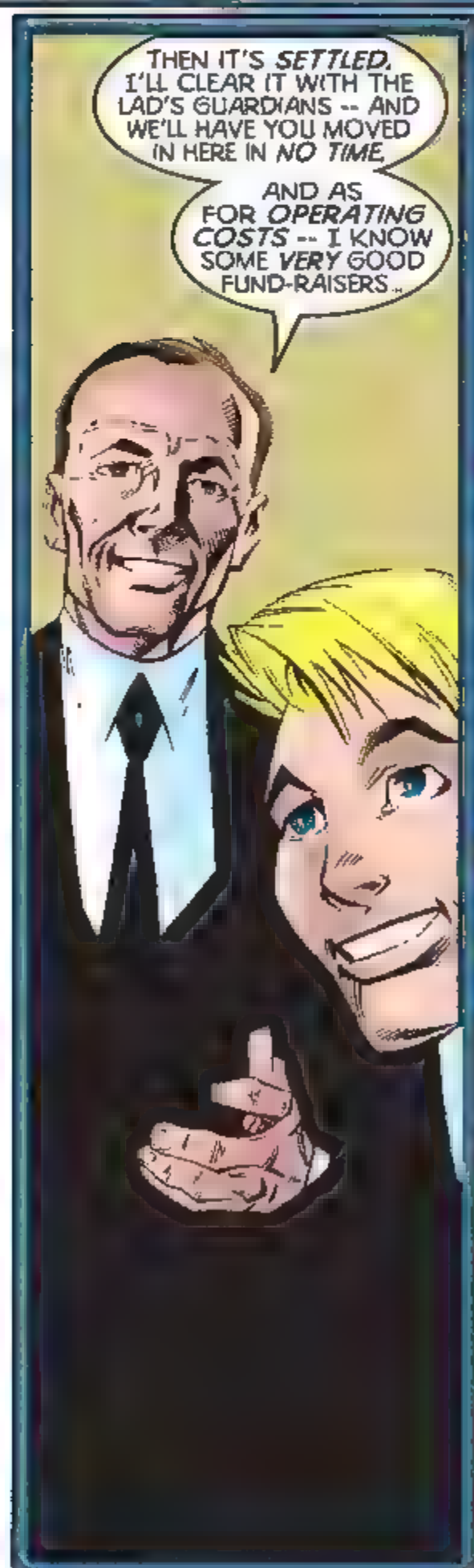
SAY, I'VE JUST HAD A BRAINSTORM! THIS IS FOUR FREEDOMS PLAZA --

-- BUILT TO CONTAIN, DEFEND AND POWER ONE OF THE MOST ADVANCED HEADQUARTERS IN THE WORLD! THE EQUIPMENT MAY BE GONE --

-- BUT THE STRUCTURE, THE PHYSICAL PLANT -- IT'S STILL SOUND! WHAT IF YOU THUNDERBOLTS MOVED IN HERE?

THAT'S... AN EXTRAORDINARILY GENEROUS OFFER, Mr. MAYOR. BUT SURELY IT'S UP TO YOUNG FRANKLIN HERE, AND HIS GUARDIANS.

IT'S OKAY WITH ME. I THINK MY MOM 'N' DAD WOULD'VE LIKED THAT...

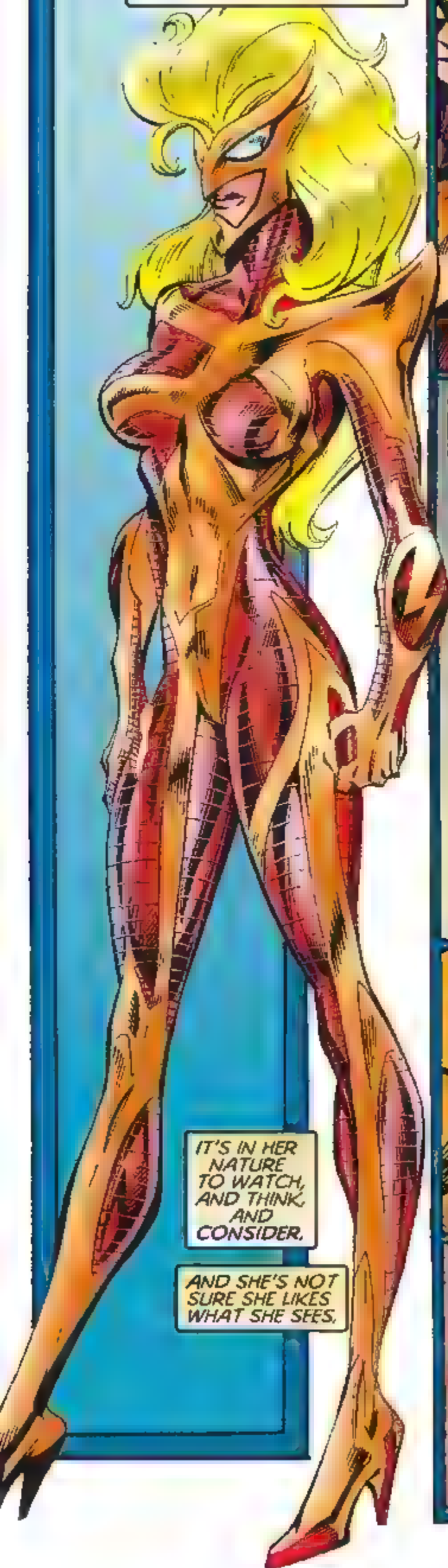


THEN IT'S SETTLED. I'LL CLEAR IT WITH THE LAD'S GUARDIANS -- AND WE'LL HAVE YOU MOVED IN HERE IN NO TIME.

AND AS FOR OPERATING COSTS -- I KNOW SOME VERY GOOD FUND-RAISERS...

THE PLAN IS WORKING, METEORITE THINKS. BETTER AND FASTER THAN ANY OF THEM HAD GUESSED. AND YET... SOMETHING STILL BOTHERS HER.

SHE WAS ONCE DR. KARLA SOFEN, A PRACTICING PSYCHIATRIST -- AND WHILE HER CAREER HAS CHANGED, THE INSTINCTS DON'T GO AWAY.



IT'S IN HER NATURE TO WATCH, AND THINK, AND CONSIDER.

AND SHE'S NOT SURE SHE LIKES WHAT SHE SEES.

IT'S A HEADY FEELING TO HAVE REPORTERS VYING FOR YOUR ATTENTION -- TO HAVE POLICEMEN SPEAK TO YOU RESPECTFULLY.

-- JUST DID WHAT WE HAD TO DO, Y'KNOW --

-- NEVER DOUBTED IT FOR A SECOND. WE SET OUT TO GET HIM BACK -- AND WE DID IT.

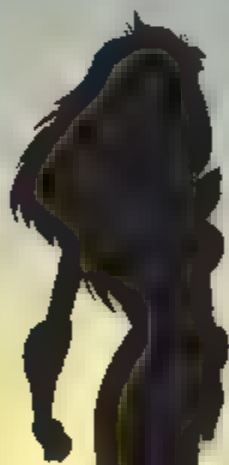


IT'S A HEADY FEELING TO PLAY HERO -- AND TO BE ACCEPTED.

-- NO NEED TO CALL ME "MS. RIORDAN," ATLAS. AFTER ALL, I'M YOUR CITY LIAISON -- WE'LL BE WORKING TOGETHER. PLEASE, CALL ME DALLAS.

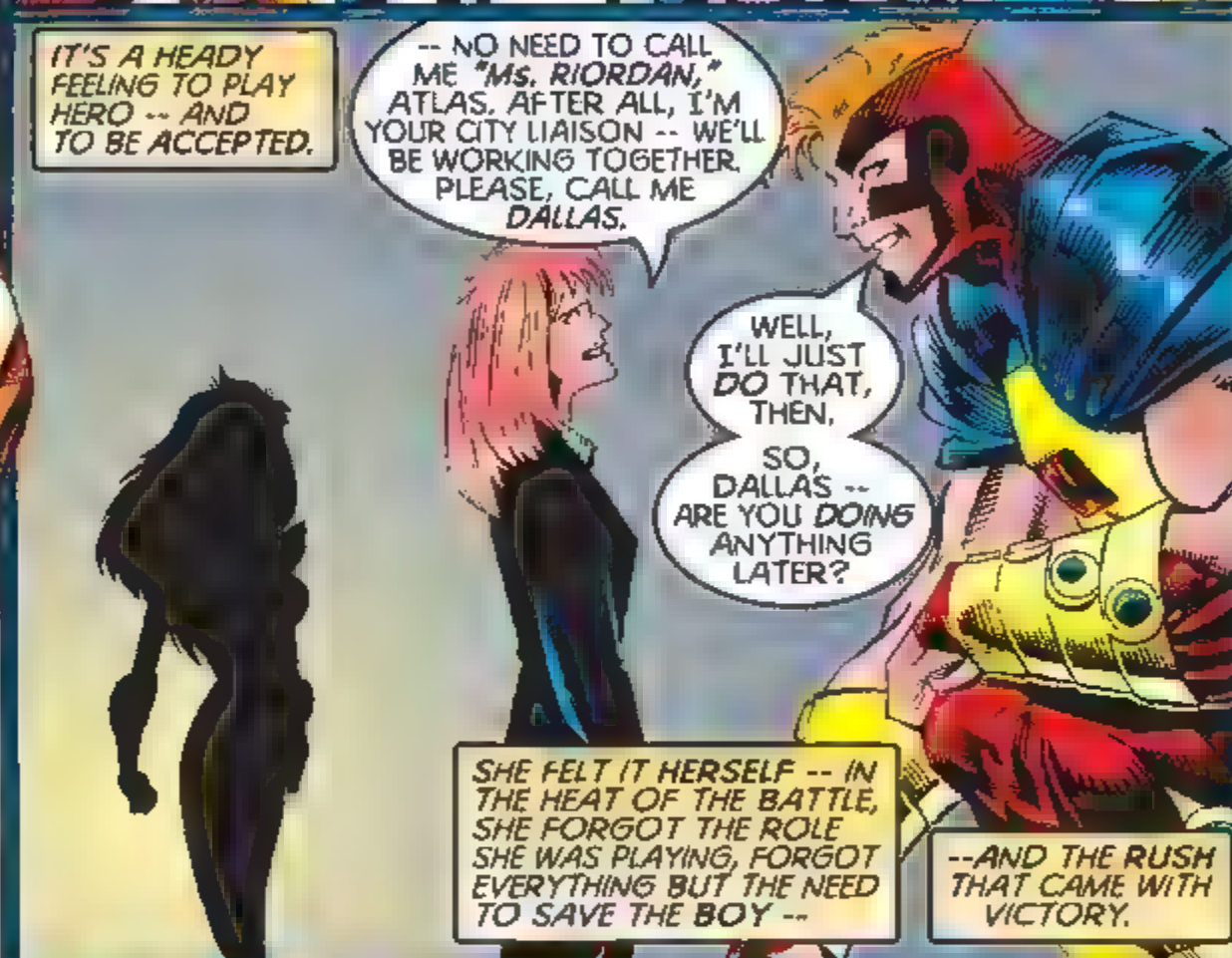
WELL, I'LL JUST DO THAT, THEN.

SO, DALLAS -- ARE YOU DOING ANYTHING LATER?



SHE FELT IT HERSELF -- IN THE HEAT OF THE BATTLE, SHE FORGOT THE ROLE SHE WAS PLAYING, FORGOT EVERYTHING BUT THE NEED TO SAVE THE BOY --

--AND THE RUSH THAT CAME WITH VICTORY.



IT FEELS GOOD, THAT RUSH.

MAYBE TOO GOOD.



NEXT:
THE MASTERS OF EVIL!

(Wait A Minute! Aren't THEY The Masters Of Evil...?)

COMICS



THUNDERBOLTS

MAY '97 2

MASTERS OF EVIL

THUNDERBOLTS



MARVEL
COMICS
M



SPIDER-MAN

JUNE '97 7

SPIDER-MAN

TEAM-UP
FEATURING

THUNDERBOLTS



THE WEB-SLINGER
HUNTED
BY MARVEL'S
NEWEST
SUPER-TEAM!

61 BROOKLYN,
MICRON
INDUSTRIES,
WAREHOUSE E.

MIKE CANTRELL AND
TERRY JENSEN HAVE
WORKED THE NIGHT
SHIFT FOR TWO YEARS
NOW. THEY'VE NEVER
BEEN THAT SURE WHAT
THEY GUARD --

-- BEYOND "PRECISION
COMPONENTS AND
SPECIALIZED TESTING
UNITS FOR VARIOUS
HIGH-TECH INDUSTRIES,"
LIKE THE BROCHURES
SAY.

MIKE'S ALWAYS BEEN
THE NERVOUS ONE,
JUMPING AT SHADOWS
AND ITCHING TO GET
BACK ON DAYS. BUT
TONIGHT IT'S TERRY...

I
DON'T SEE
ANYTHING,
TER. IT'S
GOTTA BE
NOTHING.

I
TELL YOU,
I HEARD
SOME-
THING.

AND IF
IT'S NOTHIN',
WHAT HAPPENED
TO THE MOTION
SENSORS?

MAYBE
THEY JUST
MAL--

THERE!

ON
THE WALL --
SOME KINDA
SUPER-
GUY!

FREEZE!

YOU UP
THERE!

THE SHADOWED FIGURE
HESITATES FOR THE BRIEFEST
MOMENT. BUT THEN --

NO!
MIKE!

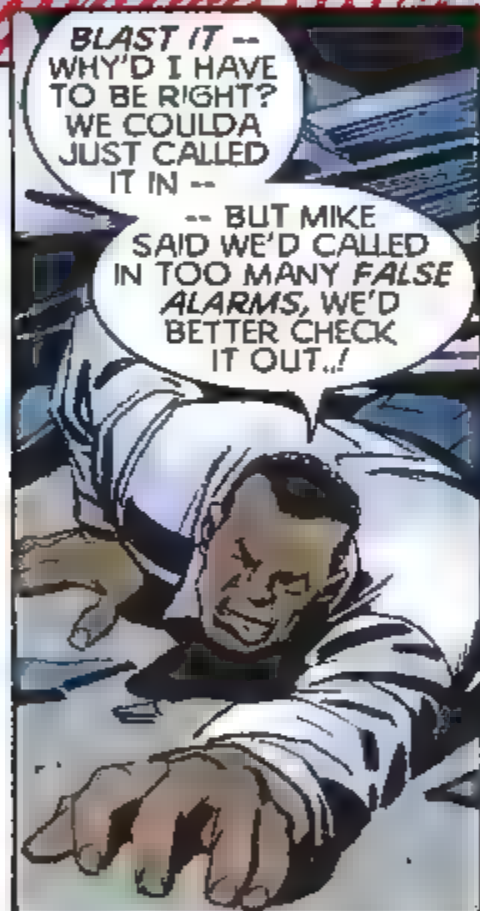
TERRY!



MIKE WAS ALWAYS THE NERVOUS ONE -- AND WHY SHOULDN'T HE BE? A PRETTY YOUNG WIFE, TWO DAUGHTERS HE HARDLY EVER GOT TO SEE...

YOU'D JUMP AT SHADOWS, TOO, IF ALL YOU WANTED WAS TO MAKE IT THROUGH ANOTHER NIGHT AND GET HOME TO YOUR FAMILY.

BUT TONIGHT IT WAS TERRY...



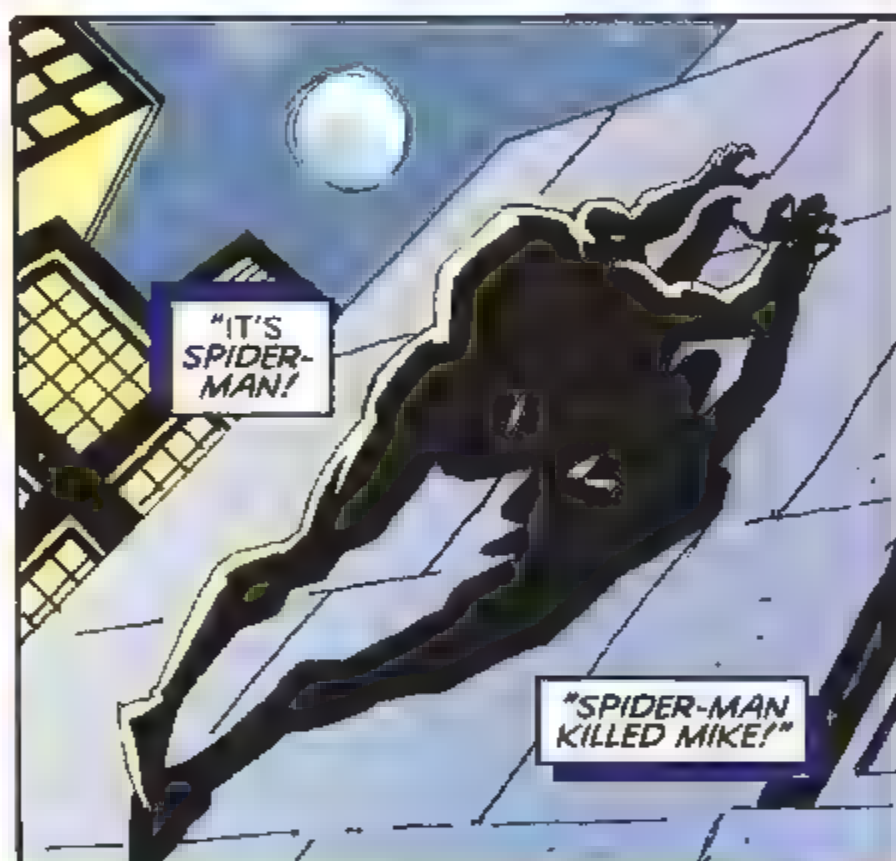
BLAST IT -- WHY'D I HAVE TO BE RIGHT? WE COULDA JUST CALLED IT IN --

-- BUT MIKE SAID WE'D CALLED IN TOO MANY FALSE ALARMS, WE'D BETTER CHECK IT OUT..!



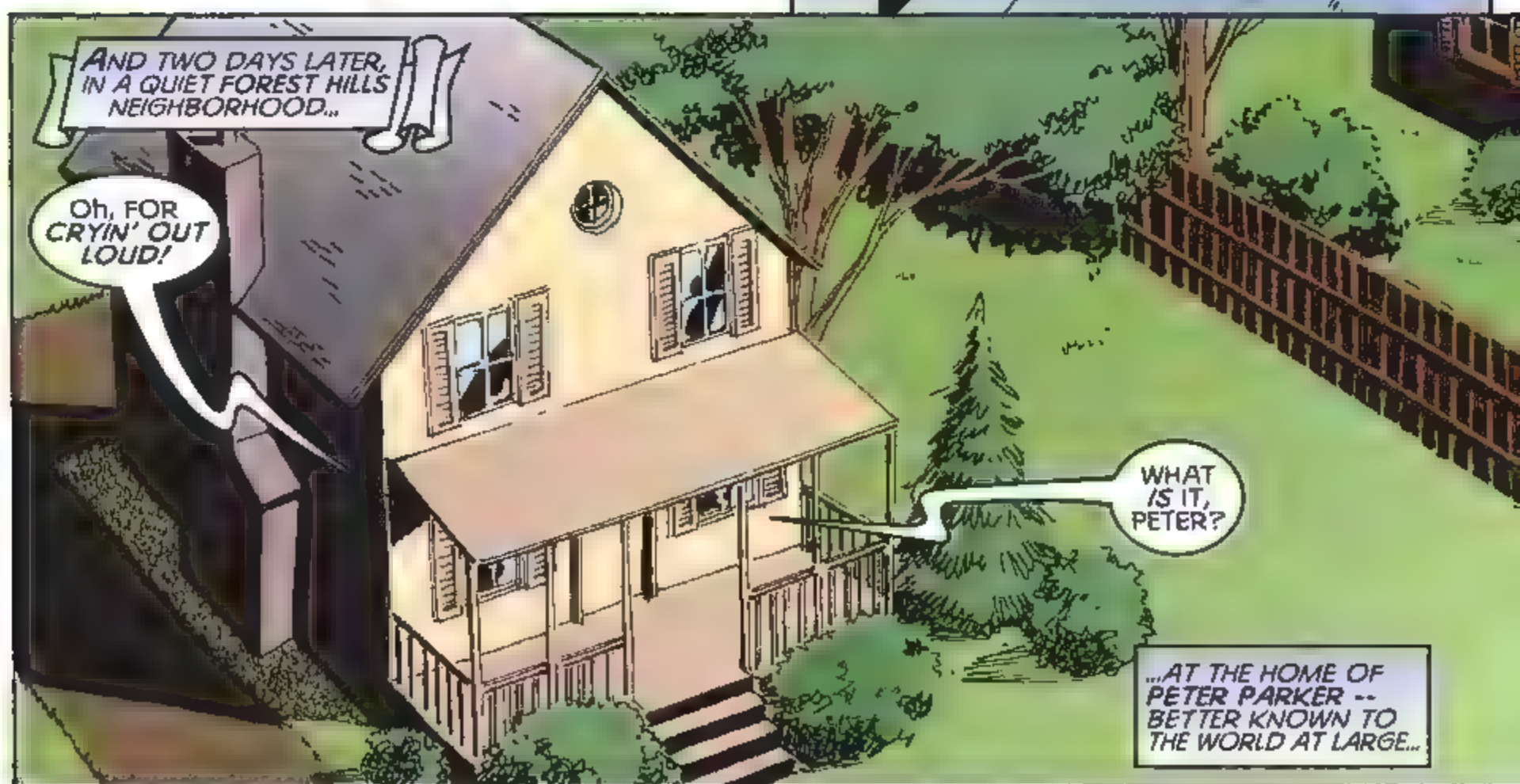
GOTTA SEE -- GOTTA SEE WHO --

Oh, MY LORD.



"IT'S SPIDER-MAN!"

"SPIDER-MAN KILLED MIKE!"



AND TWO DAYS LATER, IN A QUIET FOREST HILLS NEIGHBORHOOD...

Oh, FOR CRYIN' OUT LOUD!

WHAT IS IT, PETER?

...AT THE HOME OF PETER PARKER -- BETTER KNOWN TO THE WORLD AT LARGE...

...AS THE AMAZING
SPIDER-MAN!

THEY'RE SAYING I
KILLED SOME-
ONE! A FAMILY
MAN! A VETERAN!
CRUSHED HIM TO
DEATH IN THE
MIDDLE OF A
BURGLARY!

THEY'VE
EVEN GOT
PHOTOS, TAKEN
FROM SOME SORT
OF AUTOMATIC
SECURITY CAMERA!
THEY'RE KIND
OF BLURRY,
BUT --

-- MAN, I
HATE
THIS!

Sssh,
PETER --
YOU'LL
WAKE AUNT
ANNA...



Old Scores

**KURT
BUSIEK**
Writer

**SAL
BUSCEMA**
Artists

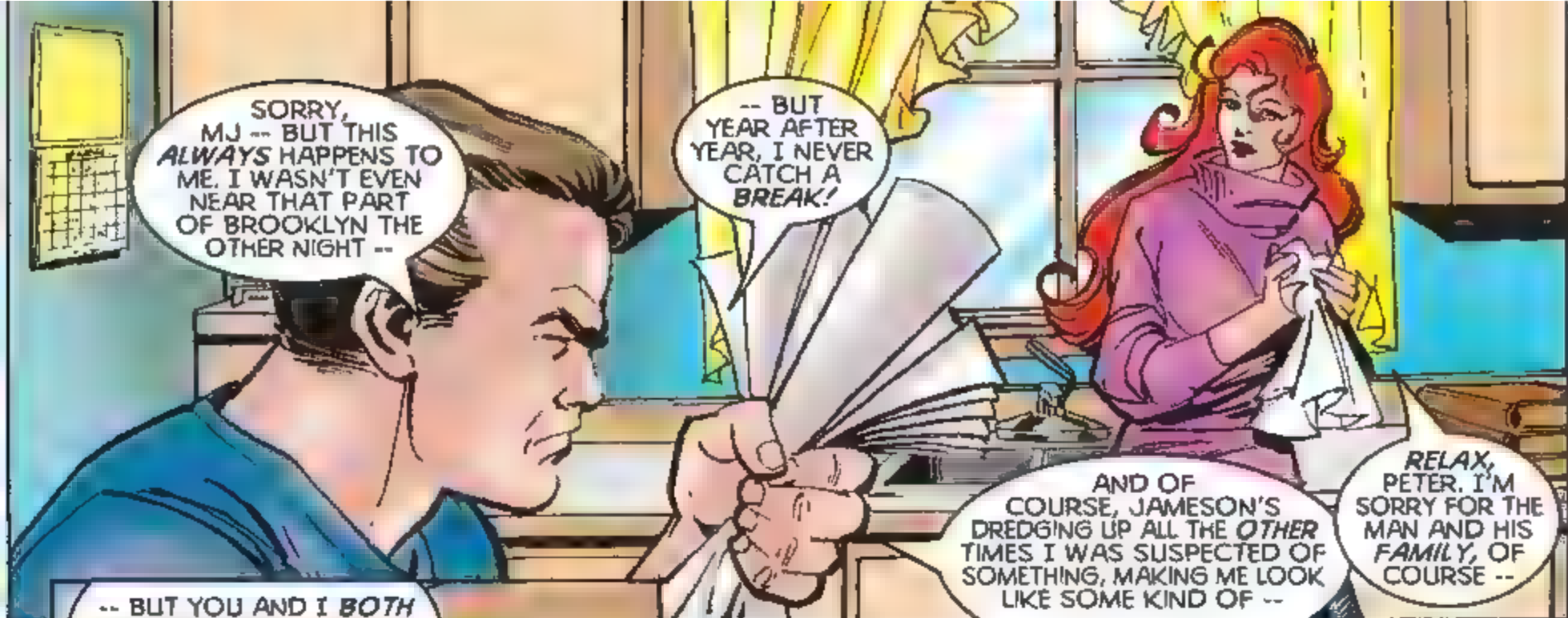
**DICK
GIORDANO**
Artists

**COMICRAFT'S
TEAM DAVE**
Lettering

**TOM
SMITH**
Colors

**TOM
BREVORT**
Editor

**BOB
HARRAS**
Chief



SORRY, MJ -- BUT THIS ALWAYS HAPPENS TO ME. I WASN'T EVEN NEAR THAT PART OF BROOKLYN THE OTHER NIGHT --

-- BUT YEAR AFTER YEAR, I NEVER CATCH A BREAK!

AND OF COURSE, JAMESON'S DREDGING UP ALL THE OTHER TIMES I WAS SUSPECTED OF SOMETHING, MAKING ME LOOK LIKE SOME KIND OF --

RELAX, PETER. I'M SORRY FOR THE MAN AND HIS FAMILY, OF COURSE --

-- BUT YOU AND I BOTH KNOW WHAT'S GOING TO HAPPEN. YOU'LL PROVE YOUR INNOCENCE, AND CAPTURE THE REAL KILLER --



NOW IF I DON'T RUN, I'M GONNA BE LATE FOR CLASS. SEE YOU!



THANKS, MJ...

" BUT BLAST IT, I SHOULDN'T HAVE TO CLEAR MY NAME ALL THE TIME..

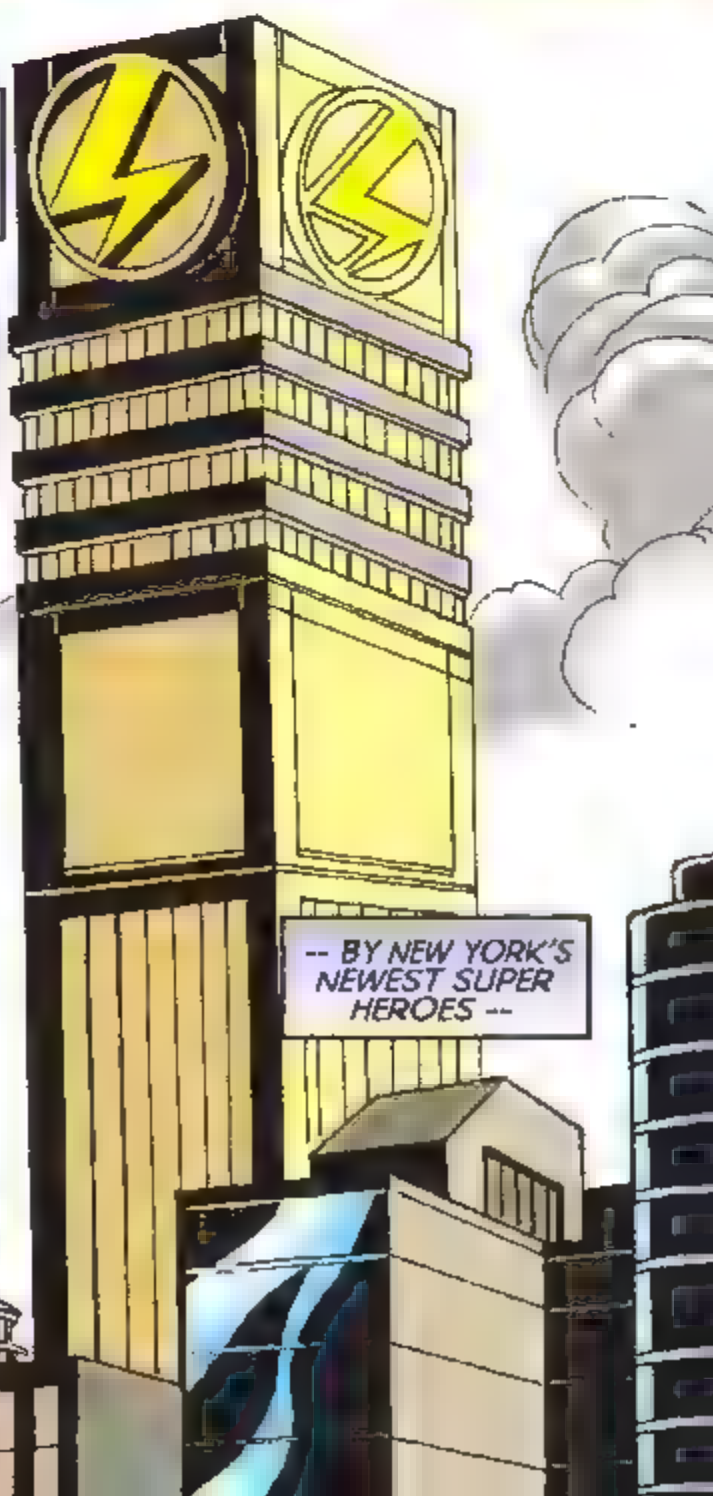


-- AND IN THE PROCESS, YOU'LL GET NEWS PHOTOS YOU CAN SELL TO THE BUGLE, AND JAMESON'LL CHOKES ON THEM, BUT HE'LL PRINT THEM.

I HAVE FAITH IN YOU, PETER. YOU'LL SET IT ALL STRAIGHT.

MEANWHILE, ACROSS THE RIVER IN MANHATTAN, FOUR FREEDOMS PLAZA GLEAMS IN THE MORNING SUN.

ONCE THE HEADQUARTERS OF THE WORLD FAMOUS FANTASTIC FOUR, IT'S RECENTLY BEEN RENOVATED AND REOCCUPIED --



-- BY NEW YORK'S NEWEST SUPER HEROES --

— THE THUNDERBOLTS! —

NICE GO'ING, SONGBIRD! YOU'RE REALLY GETTING THE HANG OF IT!

THANKS, MACH -1! BUT I DON'T THINK I'LL EVER BE AS COMFORTABLE IN THE AIR AS YOU OR METEORITE...

THE OCCASION: MORNING TRAINING EXERCISES.

YOU'LL BE — UHH — FINE, KIDDO! JUST — NFF — RELAX, STOP THINKIN' ABOUT IT...

HONESTLY, ATLAS — DO YOU REALLY WANT TO PREACH THE BENEFITS OF NOT THINKING? IT MAY BE WHAT YOU'RE BEST AT —

— BUT SOME OF US PREFER TO KEEP OUR BRAINS ACTIVE!

AT A THOUGHT FROM TECHNO, HIS MENTALLY-CONTROLLED TECH-PAC RECONFIGURES ITSELF —

— INTO A MAGNETIC IMPELLER THAT CAPTURES THE PROJECTILES AIMED AT HIM, AND —

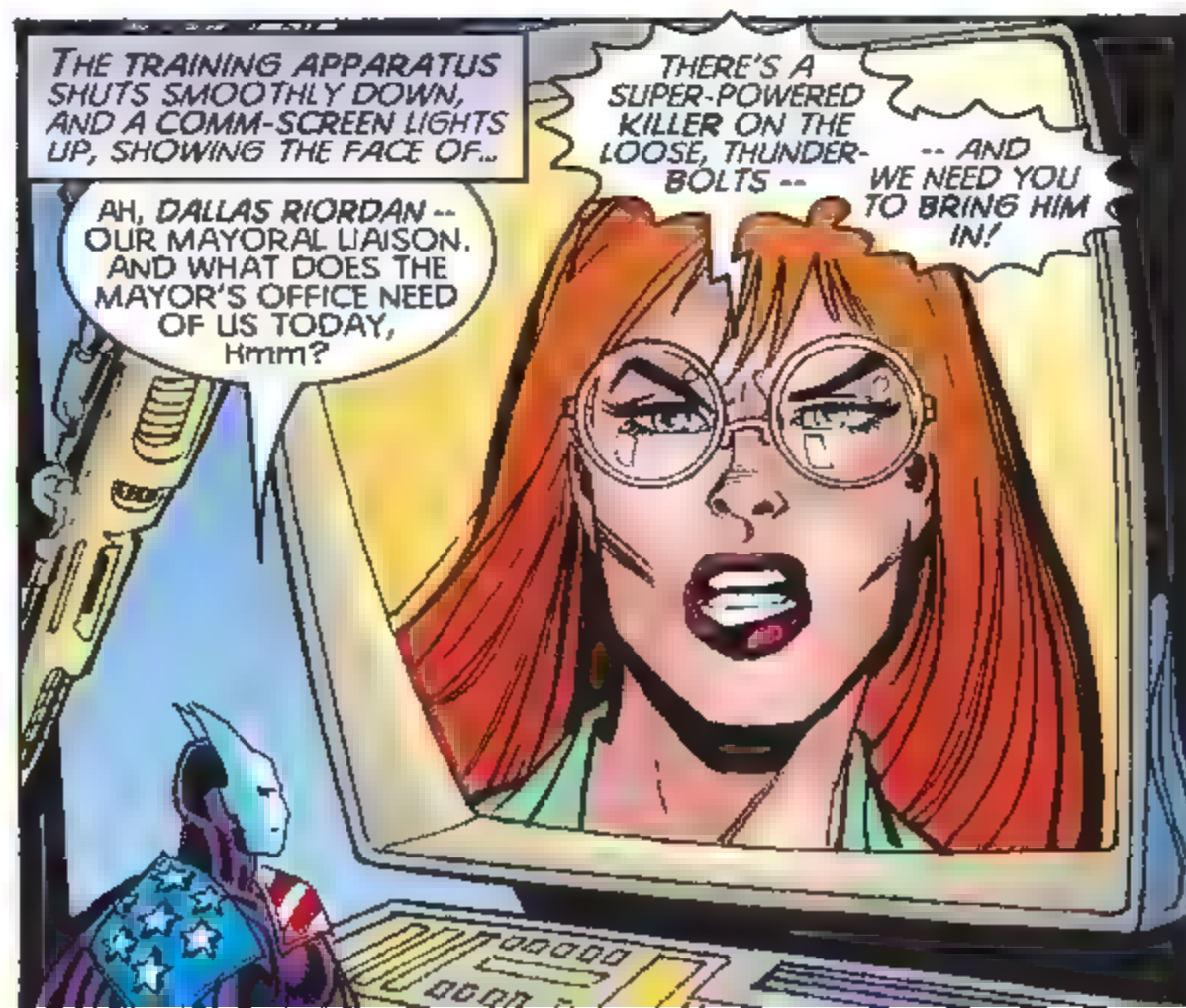
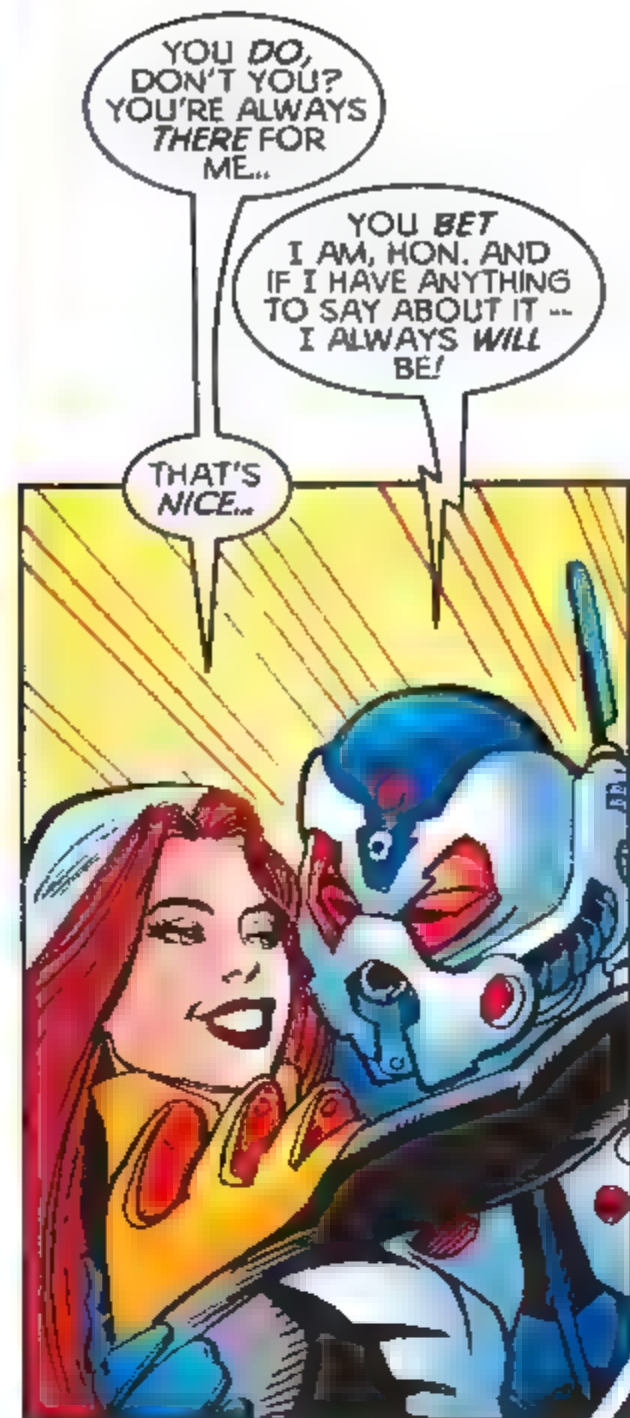
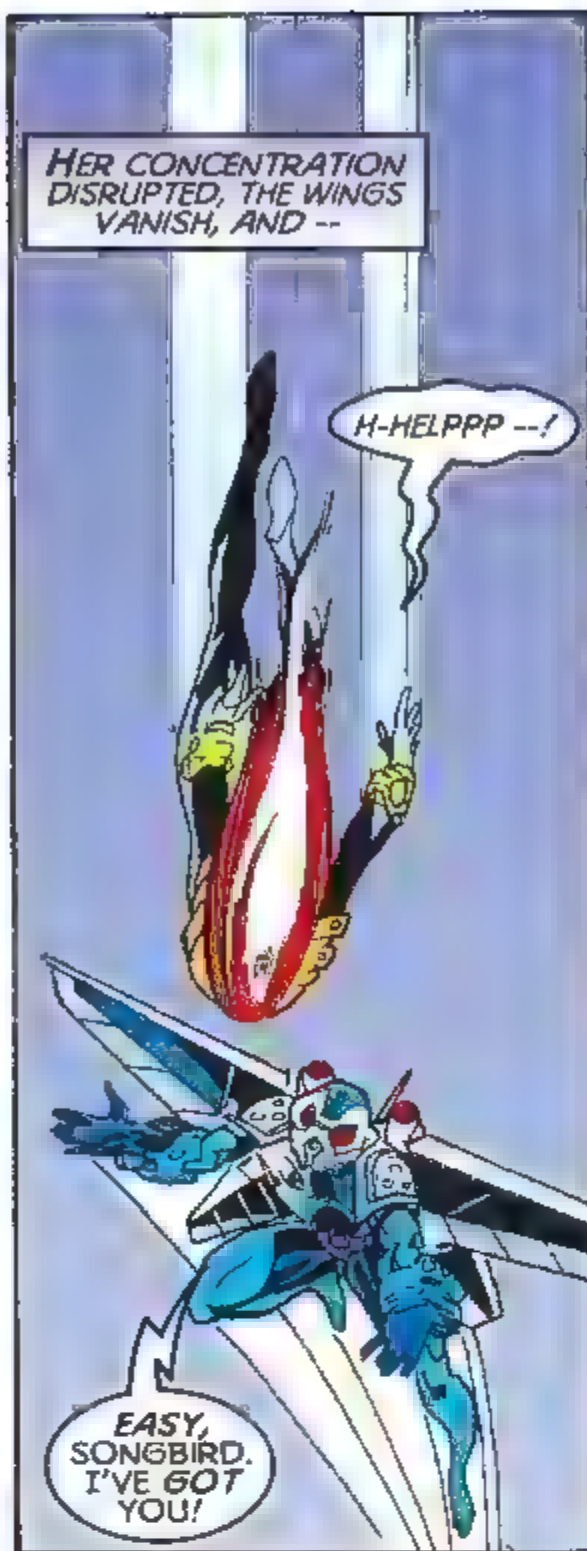
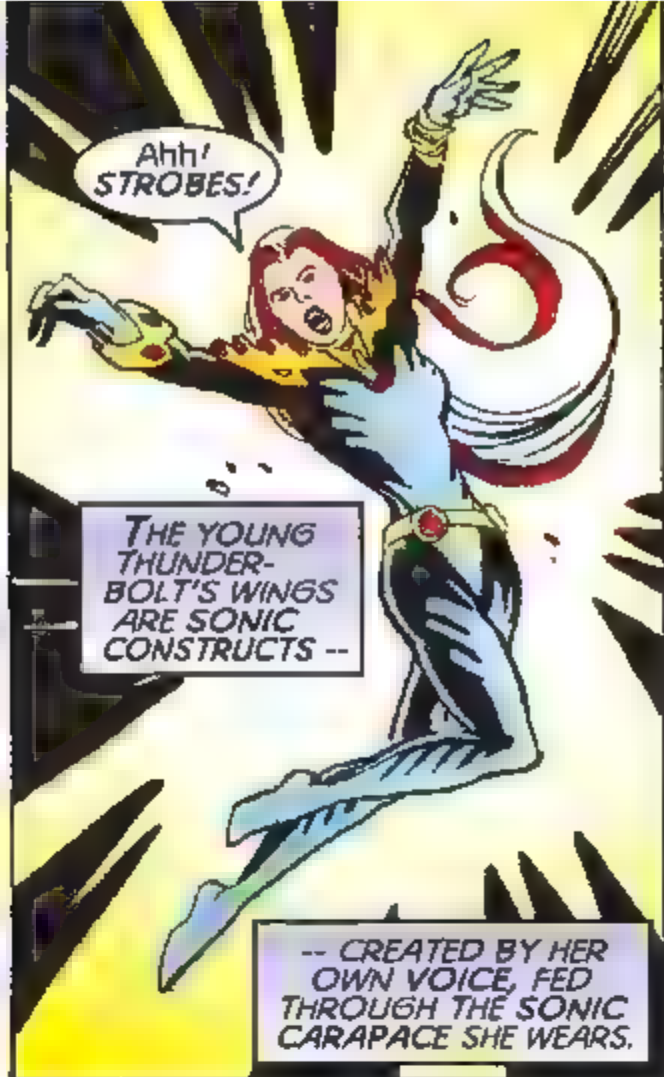
HEADS UP, METEORITE!

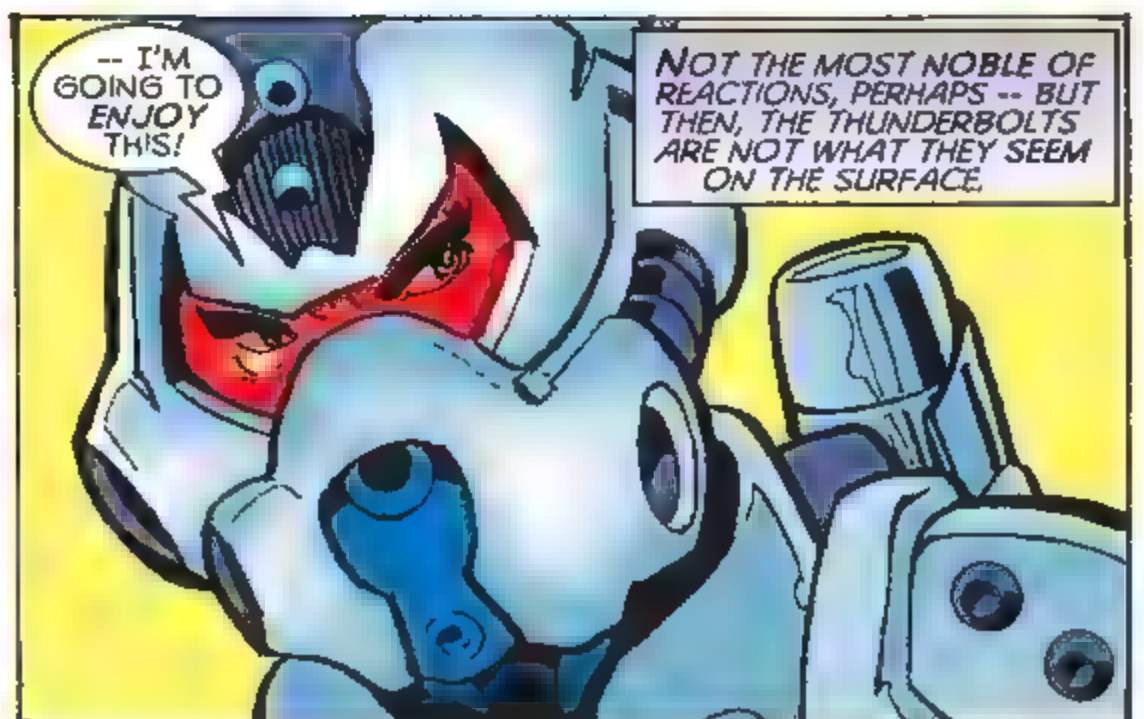
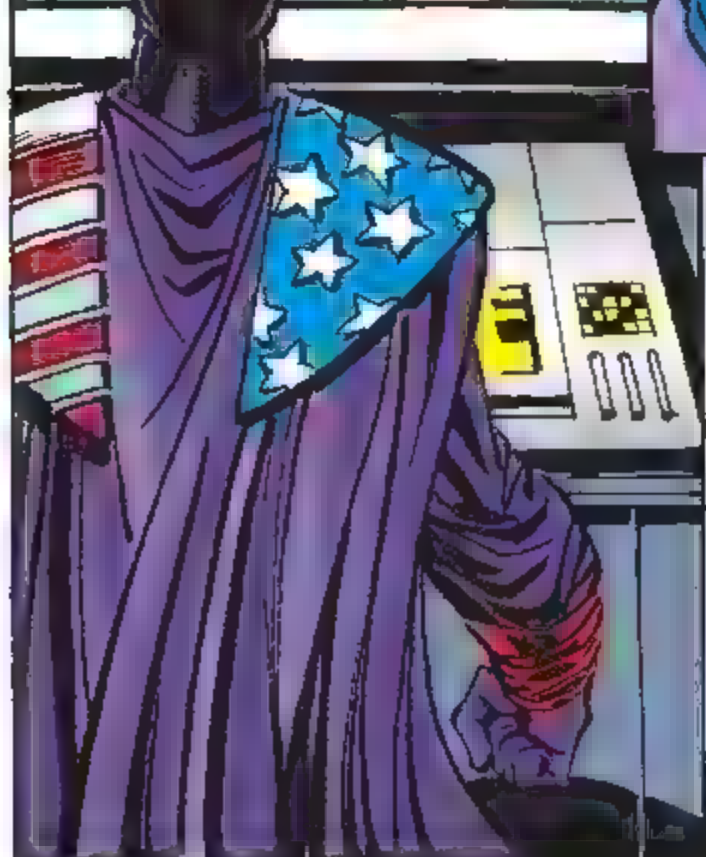
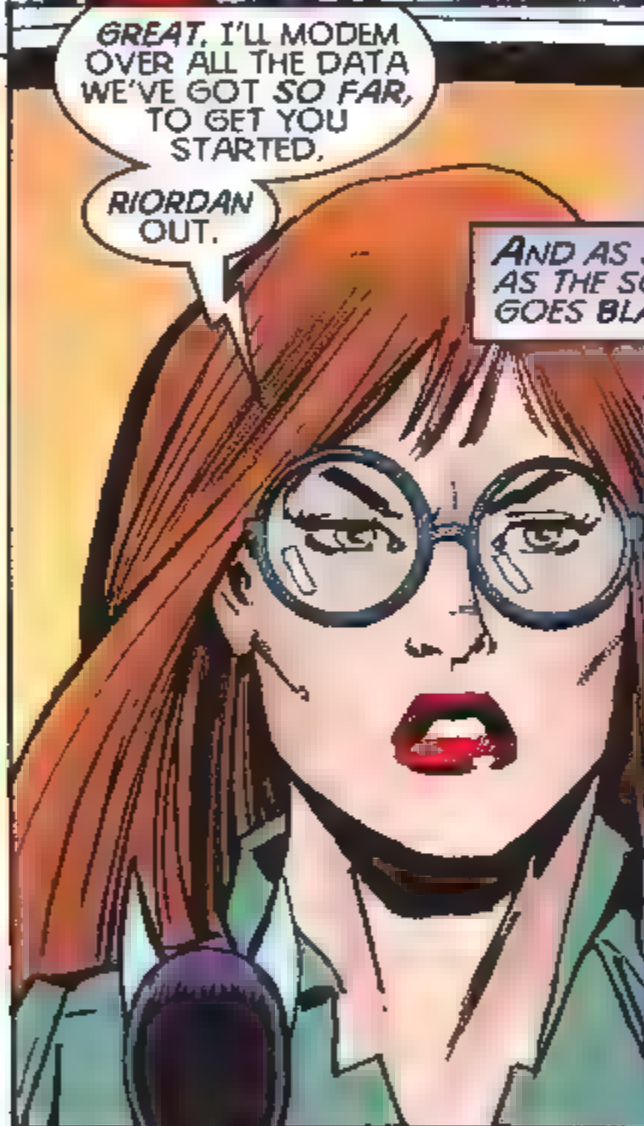
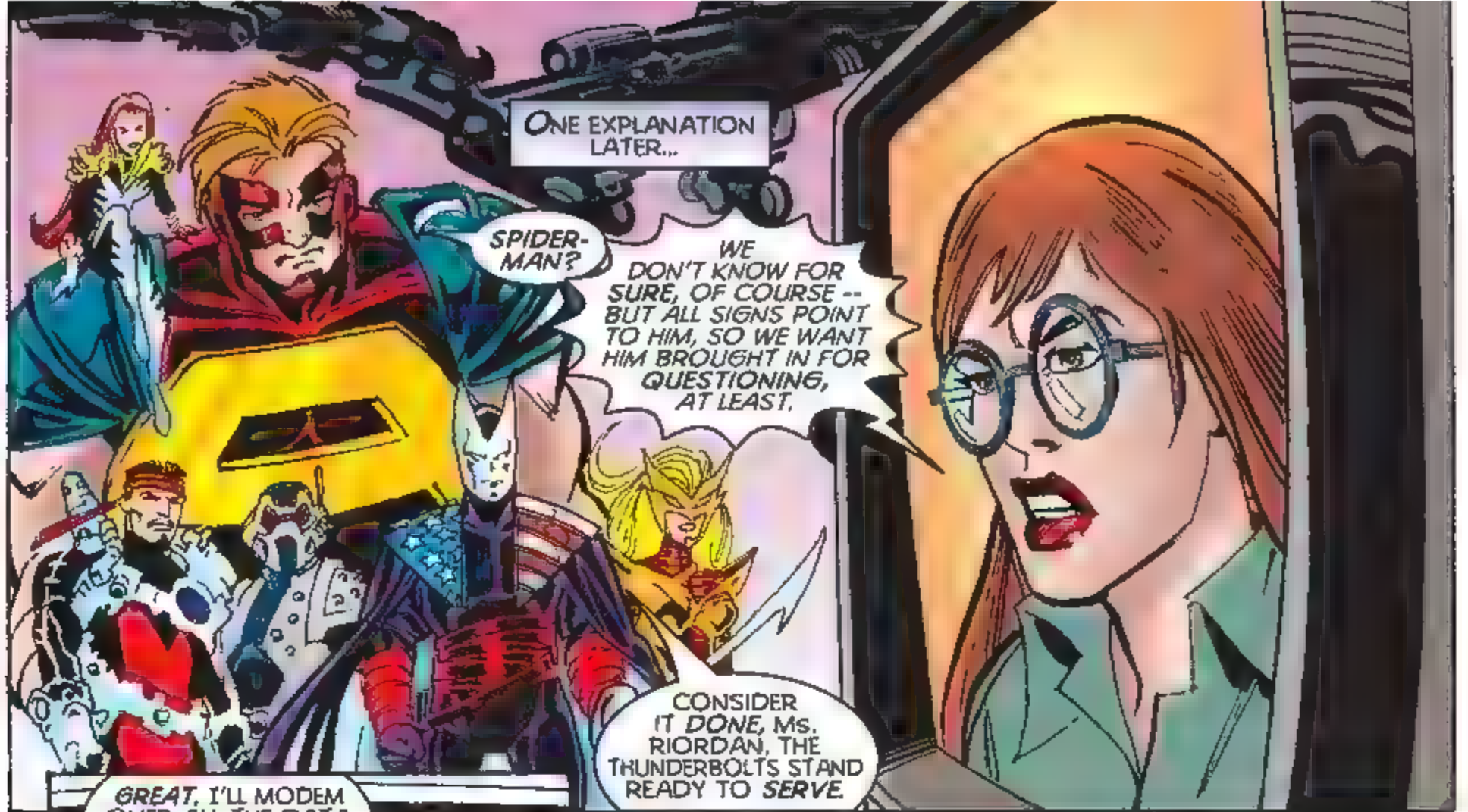
TECHNO, TECHNO, TECHNO, BAD ENOUGH YOU DESIGNED THIS TORTURE CHAMBER —

— DO YOU REALLY HAVE TO SIDE WITH IT AGAINST THE REST OF US?

SONGBIRD WATCHES THE INTERPLAY AND RELAXES, SMILING. BUT AT THAT MOMENT —

FASSH





IN REALITY, THEY
ARE THE MASTERS
OF EVIL --

-- BARON
HELMUT
ZEMO --

-- MOON
STONE --

-- THE
BEETLE --

-- SCREAMING
MIMI --

-- GOLIATH --

-- AND THE FIXER,
GULLING THE WORLD
INTO A FALSE SENSE
OF SECURITY, UNTIL
THE TIME COMES --

-- TO STRIKE!

WE'LL
SPLIT UP TO
SEARCH.

SONGBIRD,
AND MACH-1,
TAKE THE CRIME
SITE.

METEORITE AND TECHNO, CHECK
OTHER SCIENTIFIC SUPPLY HOUSES,
IN ANTICIPATION OF ANOTHER
ROBBERY. ATLAS AND
I --

"-- SHALL INVESTIGATE THE
AREAS OF MANHATTAN
IN WHICH SPIDER-MAN IS
MOST OFTEN SPOTTED."

LET'S
GO, FOLKS --
WE'VE GOT A
SPIDER TO
SQUASH!

POOM

IN MOMENTS, THE THUNDER-
BOLTS ARE GONE, EACH
INTENT ON THEIR ASSIGNED
TASKS. AND, AT THE V-WING...

I
ALMOST
PITY SPIDER-
MAN.

Huh?
HOW DO
YOU MEAN,
BOSS?

HE'LL
NEVER KNOW
WHAT HIT HIM. GUILTY
OR INNOCENT -- THIS
IS OUR OPPORTUNITY
TO DESTROY
HIM --

-- ONCE
AND FOR
ALL!

MEANWHILE, IN THE SOUTH BRONX...

IT'S NO CITADEL OF SCIENCE, IS IT?

... WE FIND THE FINAL CAST MEMBERS OF OUR TALE... THE TRIO OF RENEGADE SCIENTISTS KNOWN AS...

... THE **ENCLAVE!**

NO, ZOTA -- IT IS *NOT!* WE HAVE FALLEN ON HARD TIMES *INDEED* SINCE WE LOST OUR ORIGINAL HEAD-QUARTERS --

-- BUT THE WORLD HAS DECAYED EVEN *FASTER!* CRIME RATES SKYROCKETING, ORDER COLLAPSING, DEPRAVITY EVERY-WHERE...

HERE HE GOES AGAIN...

AND WHY SHOULD I *NOT*, MORLAK? IT'S ALL *TRUE!*

* WAY, WAY BACK IN FANTASTIC FOUR #67 - Tom.

LOOK AT OUR *DRONES* -- CRIMINALS, DEVIANTS, SOCIETY'S DREGS -- KEPT IN LINE ONLY BY THE *CONTROL CHIPS* WE'VE IMPLANTED IN THEIR BRAINS!

AND YET --

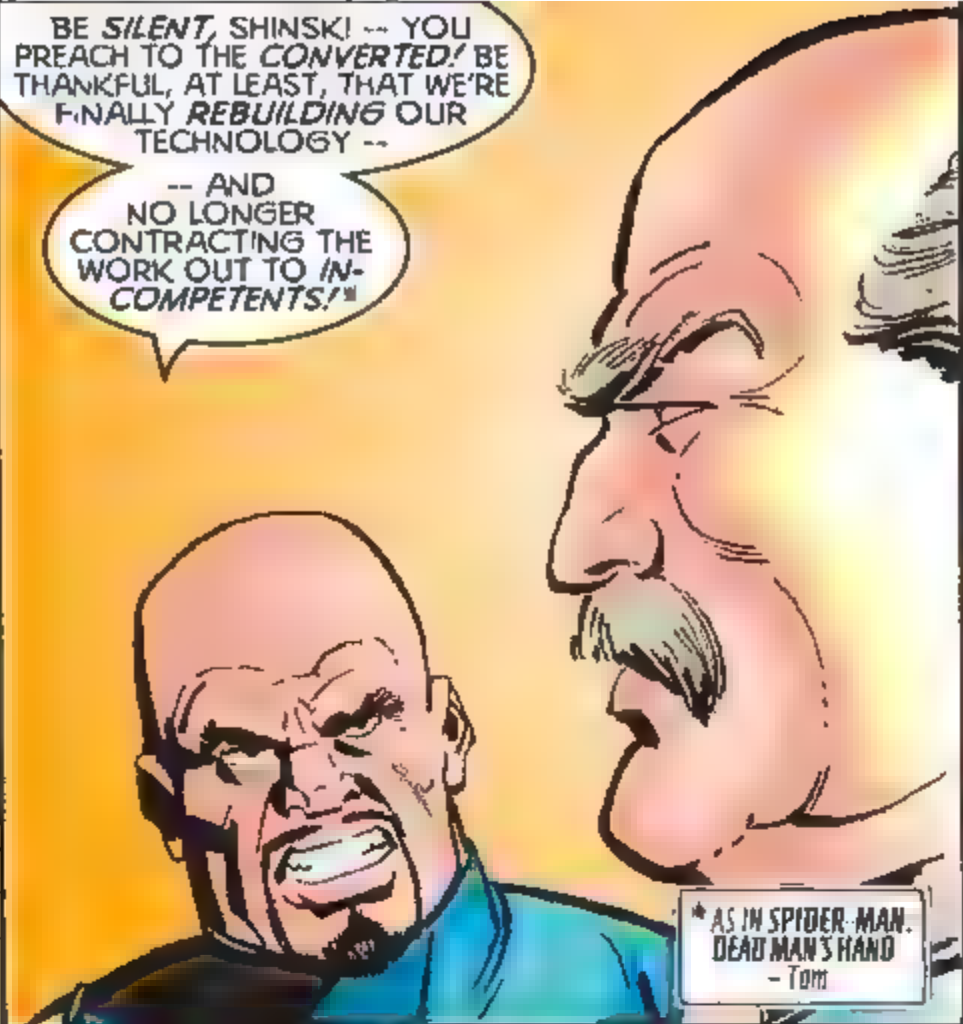
-- THE GOVERNMENTS WE'RE FORCED TO HIDE FROM WOULD INSIST THIS GUTTER FILTH IS AS WORTHY AS THE INTELLECTUAL ELITE!

Pfeh! I LONG FOR THE DAY WHEN THE WORLD IS RUN BY THOSE EQUAL TO THE TASK! BY THE *SCIENTISTS!*

BY US!

BE SILENT, SHINSKI! -- YOU PREACH TO THE **CONVERTED!** BE THANKFUL, AT LEAST, THAT WE'RE FINALLY **REBUILDING** OUR TECHNOLOGY --

-- AND NO LONGER CONTRACTING THE WORK OUT TO **IN-COMPETENTS!** --



* AS IN SPIDER-MAN: DEAD MAN'S HAND - Tom

AND ONCE WE HAVE THE LAST COMPONENTS WE NEED FOR THE **BIO-MODEM** --

ONCE WE HAVE THE LAST COMPONENTS --

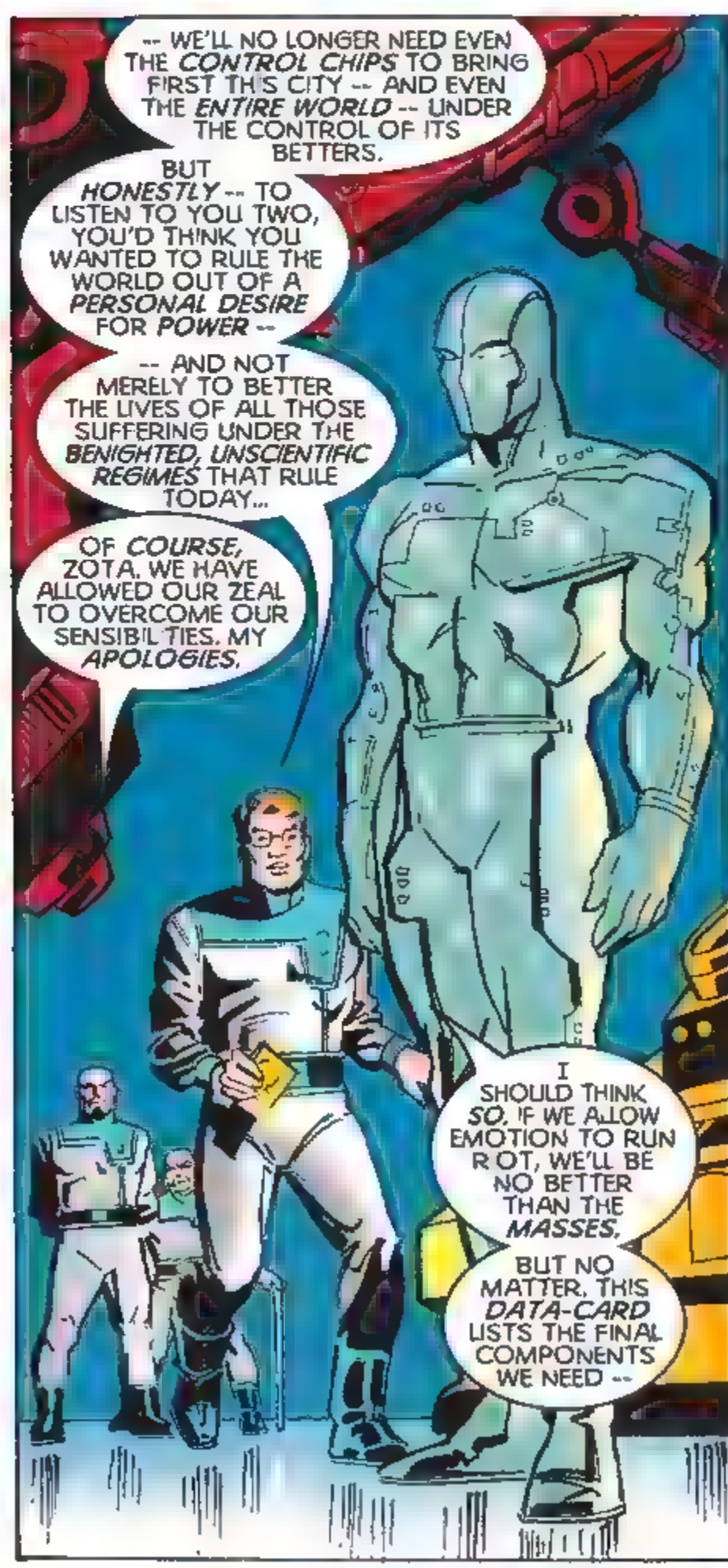


-- WE'LL NO LONGER NEED EVEN THE **CONTROL CHIPS** TO BRING FIRST THIS CITY -- AND EVEN THE **ENTIRE WORLD** -- UNDER THE CONTROL OF ITS **BETTERS.**

BUT **HONESTLY** -- TO LISTEN TO YOU TWO, YOU'D THINK YOU WANTED TO RULE THE WORLD OUT OF A **PERSONAL DESIRE** FOR **POWER** --

-- AND NOT MERELY TO BETTER THE LIVES OF ALL THOSE SUFFERING UNDER THE **BENIGHTED, UNSCIENTIFIC REGIMES** THAT RULE TODAY...

OF COURSE, ZOTA, WE HAVE ALLOWED OUR ZEAL TO OVERCOME OUR **SENSIBILITIES.** MY **APOLOGIES.**

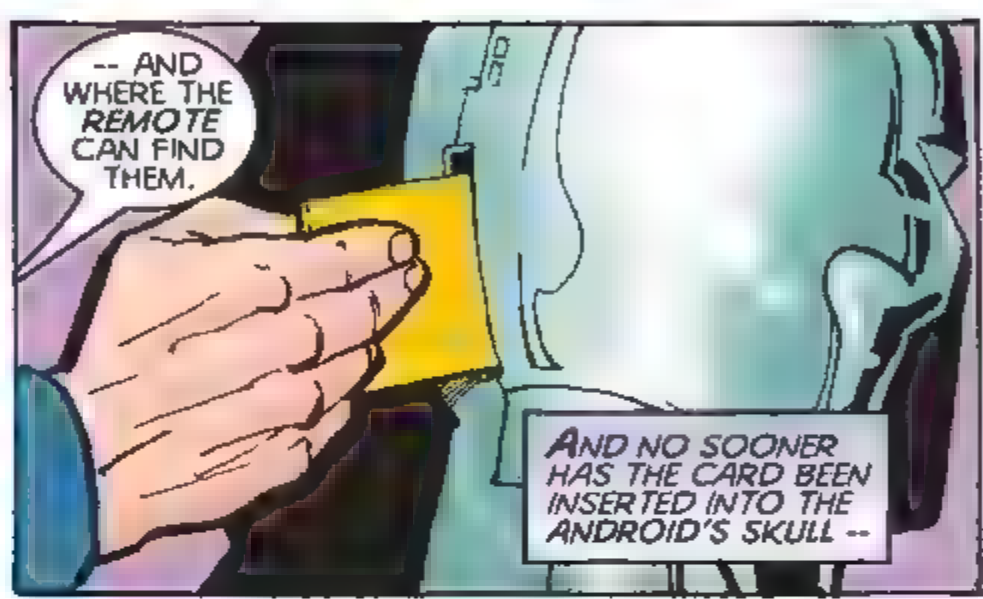


I SHOULD THINK SO, IF WE ALLOW **EMOTION** TO RUN ROTTEN, WE'LL BE NO BETTER THAN THE **MASSSES.**

BUT NO MATTER, THIS **DATA-CARD** LISTS THE FINAL COMPONENTS WE NEED --

-- AND WHERE THE **REMOTE** CAN FIND THEM.

AND NO SOONER HAS THE CARD BEEN INSERTED INTO THE **ANDROID'S SKULL** --

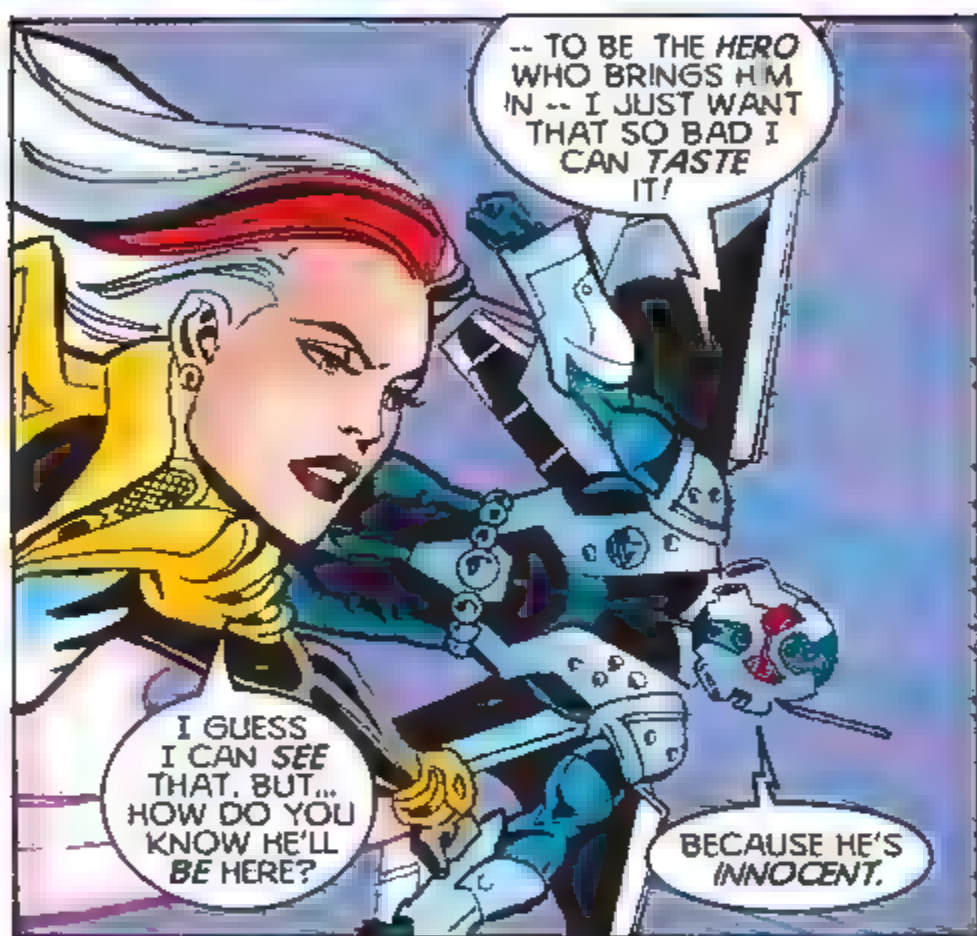
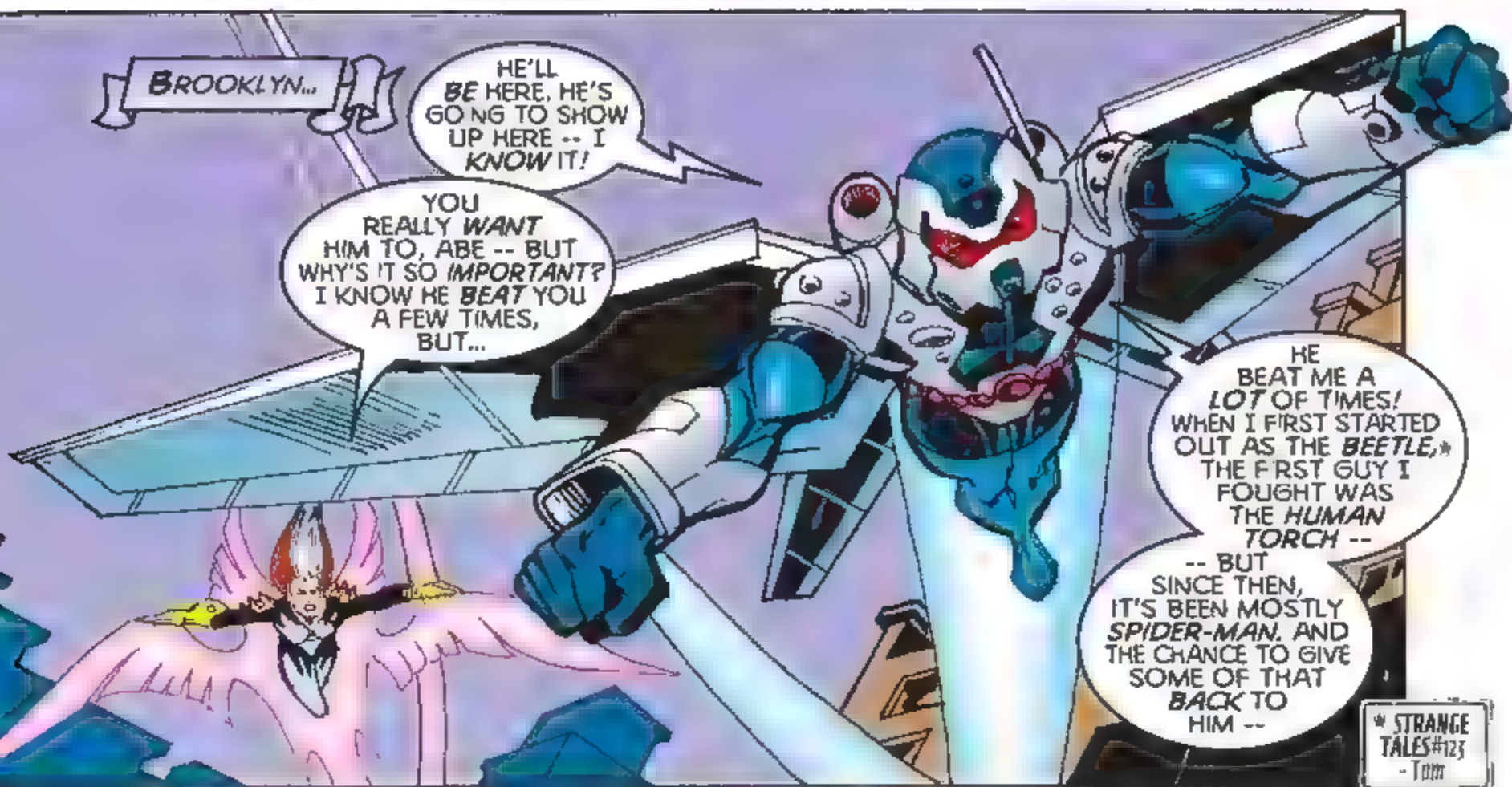


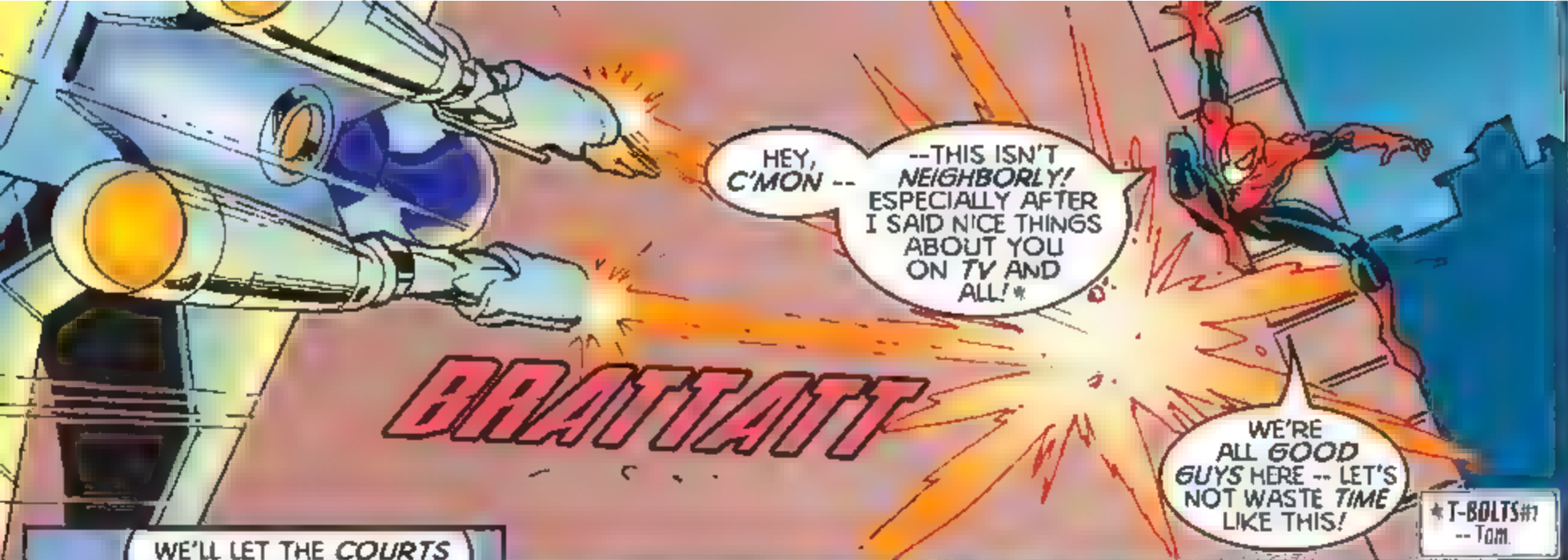
-- THAN IT ACTIVATES, LEAPING FOR THE BUILDING'S **SKYLIGHT EXIT** -- AND ITS **PROGRAMMED TARGETS!**



THIS IS IT, GENTLEMEN. IN A FEW SHORT HOURS, WE'LL HAVE ALL WE NEED TO TURN THE WORLD INTO AN **INTELLECTUAL PARADISE** --

-- WITH **OURSELVES** IN CHARGE!



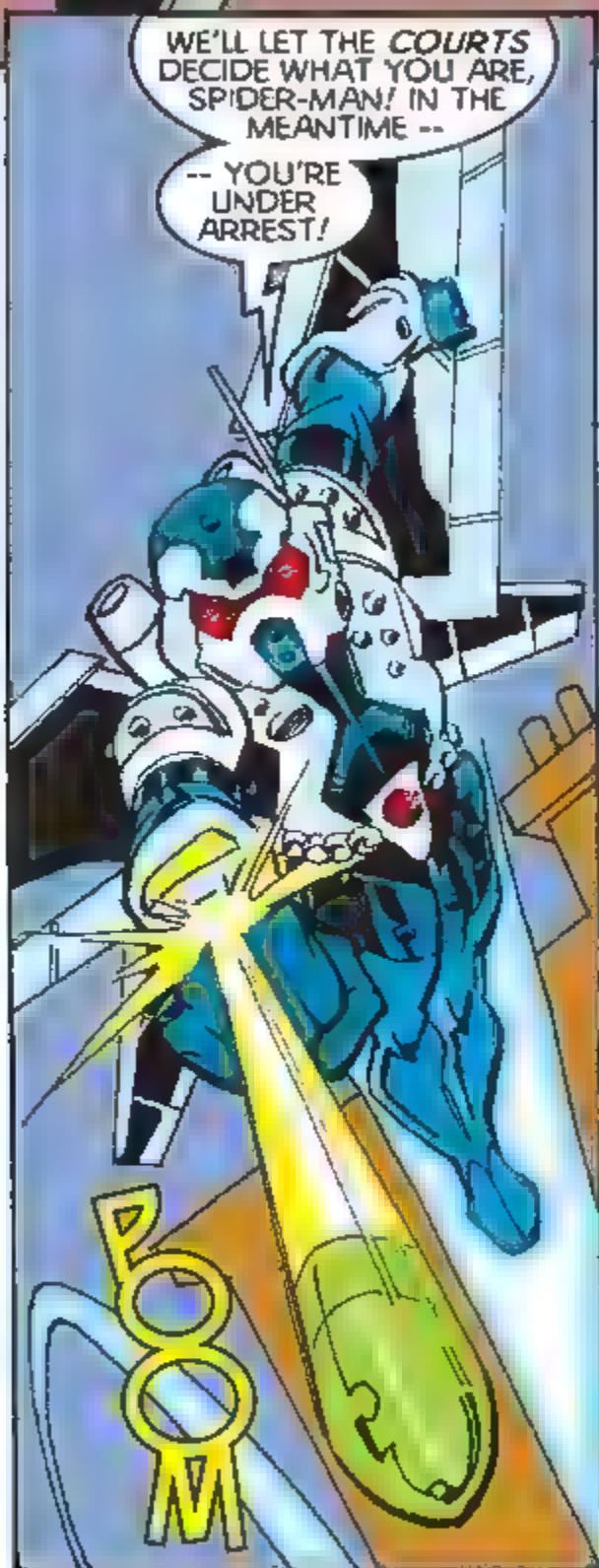


HEY,
C'MON --

--THIS ISN'T
NEIGHBORLY!
ESPECIALLY AFTER
I SAID NICE THINGS
ABOUT YOU
ON TV AND
ALL!*

WE'RE
ALL GOOD
GUYS HERE -- LET'S
NOT WASTE TIME
LIKE THIS!

*T-BOLTS#1
-- Tom



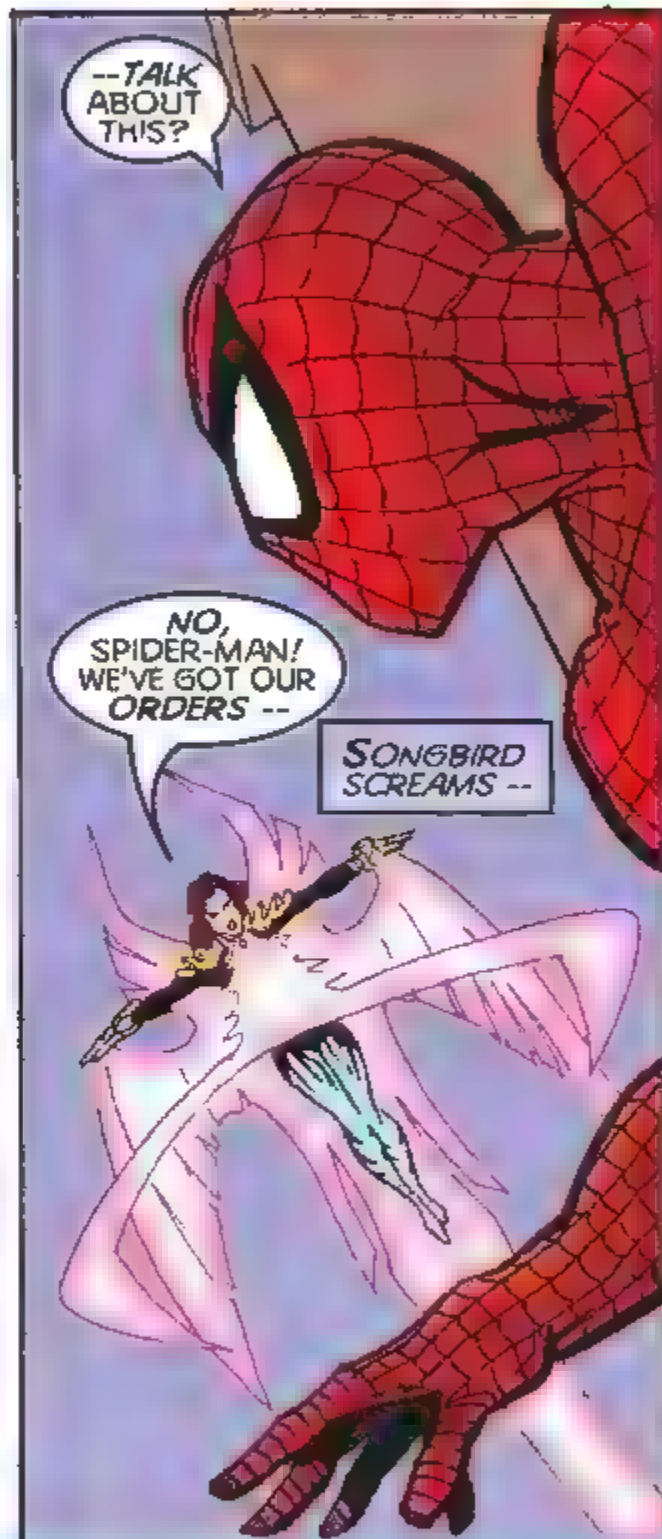
WE'LL LET THE COURTS
DECIDE WHAT YOU ARE,
SPIDER-MAN! IN THE
MEANTIME --

-- YOU'RE
UNDER
ARREST!



MERCY BULLETS, GAS
MISSILES -- HE'S NOT
TRYING TO KILL ME,
BUT HE'S SURE
POURING IT
ON!

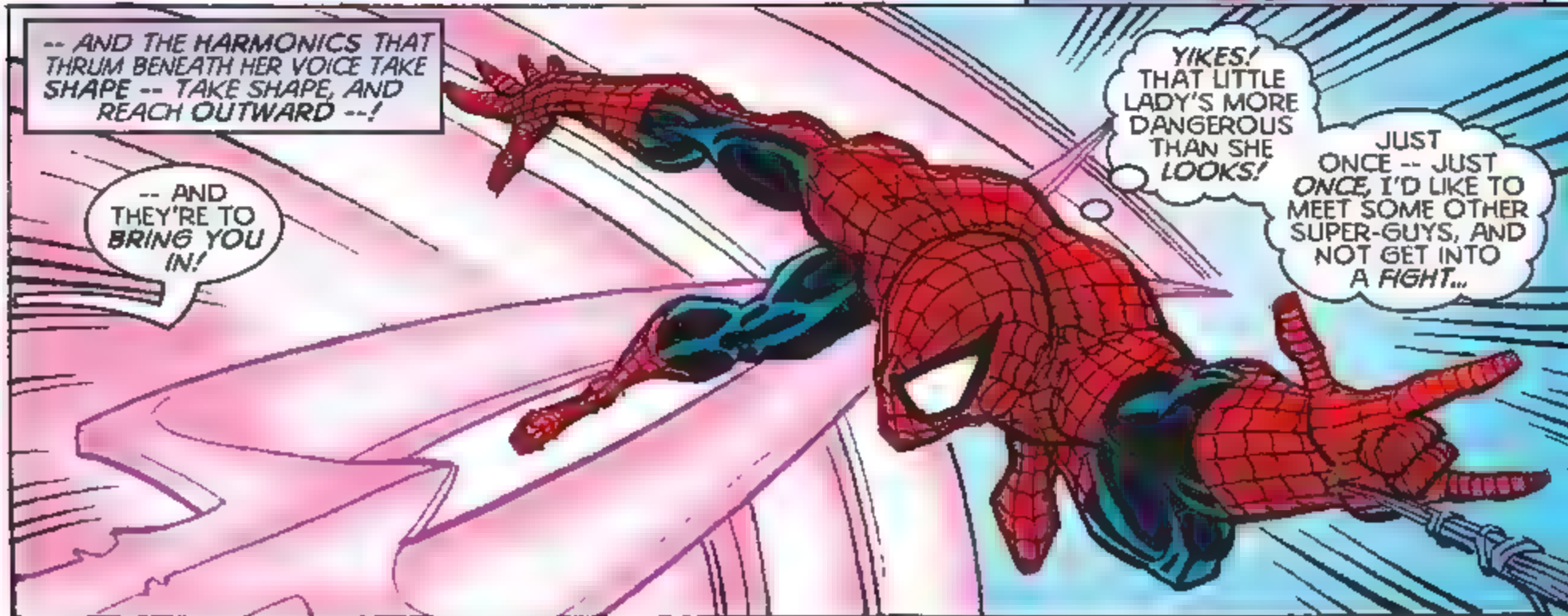
HEY,
GIMME A
BREAK, WILL
YOU? CAN'T
WE SIT DOWN
AND --



--TALK
ABOUT
THIS?

NO,
SPIDER-MAN!
WE'VE GOT OUR
ORDERS --

SONGBIRD
SCREAMS --



-- AND THE HARMONICS THAT
THRUM BENEATH HER VOICE TAKE
SHAPE -- TAKE SHAPE, AND
REACH OUTWARD --!

-- AND
THEY'RE TO
BRING YOU
IN!

YIKES!
THAT LITTLE
LADY'S MORE
DANGEROUS
THAN SHE
LOOKS!

JUST
ONCE -- JUST
ONCE, I'D LIKE TO
MEET SOME OTHER
SUPER-GUYS, AND
NOT GET INTO
A FIGHT...

HOBOKEN, NEW JERSEY. THE OFFICES OF FACTRIX, INC.

WELCOME, WELCOME! IT'S A PLEASURE TO MEET YOU, THUNDERBOLTS!

EVER SINCE THAT HORRIBLE DAY WE LOST THE AVENGERS AND THE FANTASTIC FOUR, WELL -- I'M JUST GLAD YOU'VE STEPPED INTO THE BREACH!

THANK YOU, MR. KASPAR. IF WE COULD SEE THE WAREHOUSE AREA?

OF COURSE, OF COURSE!

I DON'T MIND TELLING YOU, WE'RE WORRIED. WE DON'T CARRY THE SAME LINE OF COMPONENTS AS MICRON, OF COURSE --

-- BUT WE'RE IN THE SAME FIELD, AND THERE'VE BEEN OTHER BURGLARIES...

REST ASSURED, SIR -- IF SPIDER-MAN TRIES TO BREAK IN HERE, WE'LL STOP HIM. BUT AT THE MOMENT --

-- WE'VE GOT SOME TESTS TO RUN, AND COULD USE A LITTLE PRIVACY.

OF COURSE, OF COURSE!

AND ONCE TECHNO AND METEORITE ARE ALONE...

I'LL CONFIGURE UP A SENSOR PAD -- SEE IF I CAN'T FIND ANY LIFE READINGS.

BUT EVEN IF WE DO FIND HIM, SPIDER-MAN'S NO PUSHOVER.

NEITHER ARE WE, TECHNO. AND FURTHERMORE --

-- SPIDER-MAN'S ALWAYS STRUCK ME AS A TROUBLED, NEUROTIC INDIVIDUAL, WHICH SHOULD GIVE HIM SOME INTERESTING BUTTONS TO PUSH.

BETWEEN OUR POWERS AND MY PSYCHOLOGICAL EXPERTISE --

-- WE OUGHT TO BE ABLE TO --

VREET
VREET
VREET

I'M REGISTERING A POWERFUL ENERGY SOURCE -- CLOSING IN FAST! ONLY THING IS -- IT'S NOT HUMAN!

AND WHO SAYS SPIDER-MAN'S FULLY HUMAN? RADIO CITIZEN V, TECHNO --

-- WE'VE GOT HIM!

I DON'T KNOW, METEORITE. CALL ME CRAZY, BUT EITHER SPIDER-MAN'S CHANGED HIS COSTUME --
-- OR THAT'S NOT HIM --!

MID-MANHATTAN. IT'S A SUNNY, WARM DAY, PRESAGING THE SUMMER TO COME.

-- BUT ATLAS, AT LEAST, DOESN'T MIND...

WELL, WELL, WELL,

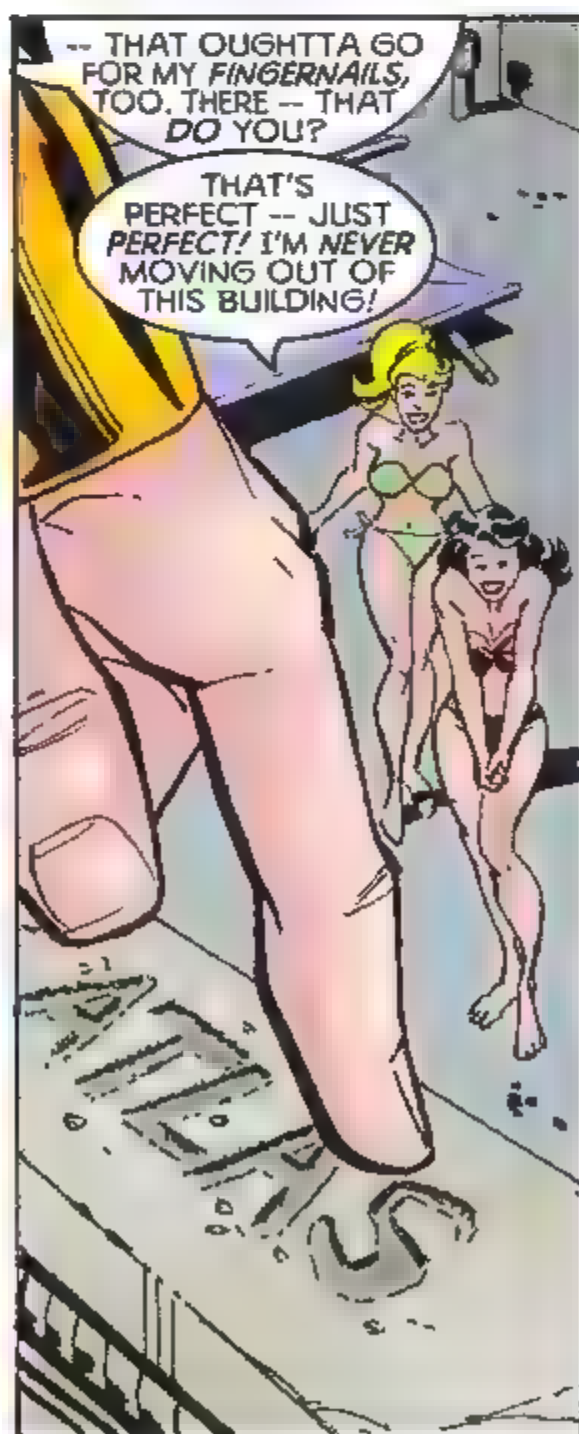
HIYA, LADIES! ENJOYING THE DAY?

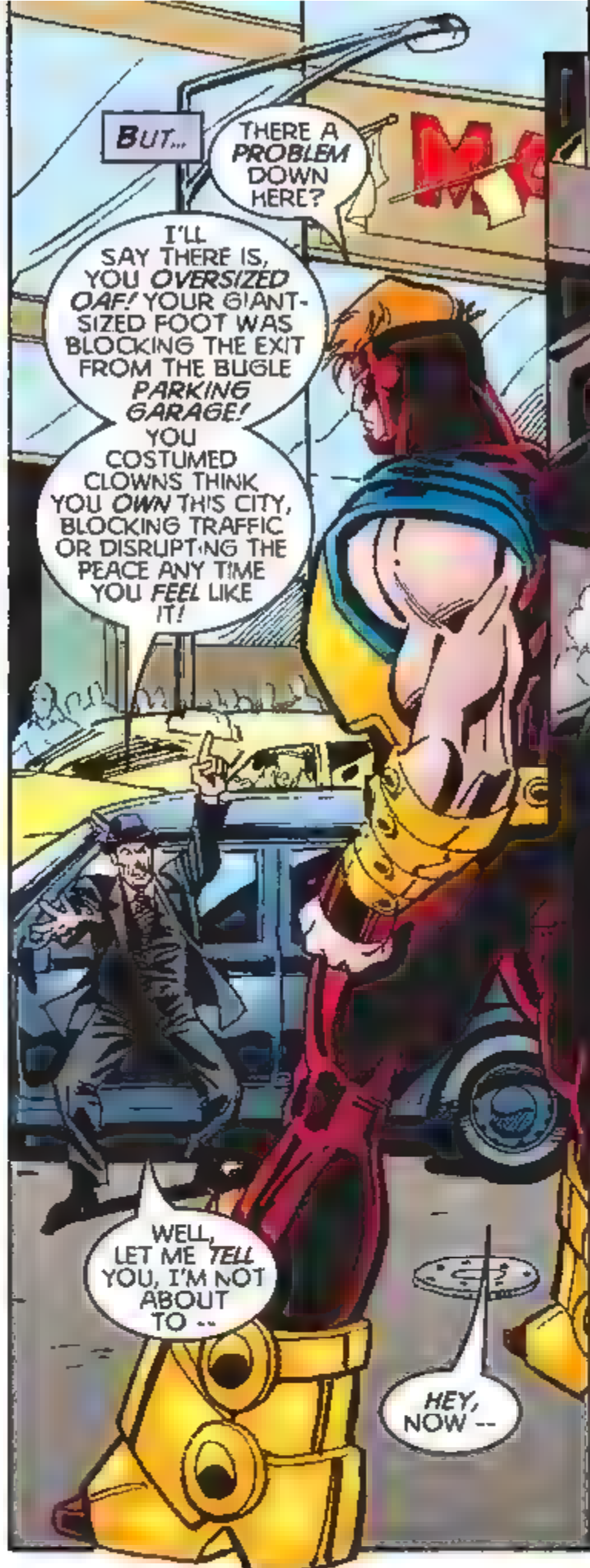
CITIZEN V AND ATLAS CAME TO THIS AREA BECAUSE SPIDER-MAN'S OFTEN BEEN SIGHTED NEAR THE DAILY BUGLE BUILDING --

-- AND THAT MAKES IT AS GOOD A PLACE AS ANY TO START SEARCHING. THEY HAVEN'T SEEN ANY SIGN OF SPIDER-MAN YET --

Huh? WHAT --?

WHO --?!





"-- HE'S NOT CAPTURED YET!"

WAKOOM

HEY, HEY! THAT'S A GENUINE PRE-WAR CORNICE! SURE, THERE'S A LOT OF THEM AROUND --

-- BUT IF YOU KEEP TREATING 'EM LIKE THAT, THEY'LL BECOME COLLECTOR'S ITEMS IN NO TIME!

IT'S YOU WHO'LL BE A COLLECTOR'S ITEM, SPIDER-MAN -- PROPERTY OF THE STATE, KEPT UNDER LOCK AND KEY!

IT'S SO WEIRD -- THERE'S SOMETHING ABOUT THE WAY HE MOVES THAT'S FAMILIAR, AND IT'S THROWING ME OFF!

IT'S ALMOST AS IF WE'VE FOUGHT BEFORE --

-- BUT THAT'S NOT --

Oh, DID YOUR WEBBING SLIDE OFF ME? THAT'S MY NON-STICK COATING -- DESIGNED ESPECIALLY WITH YOU IN MIND!

ME?

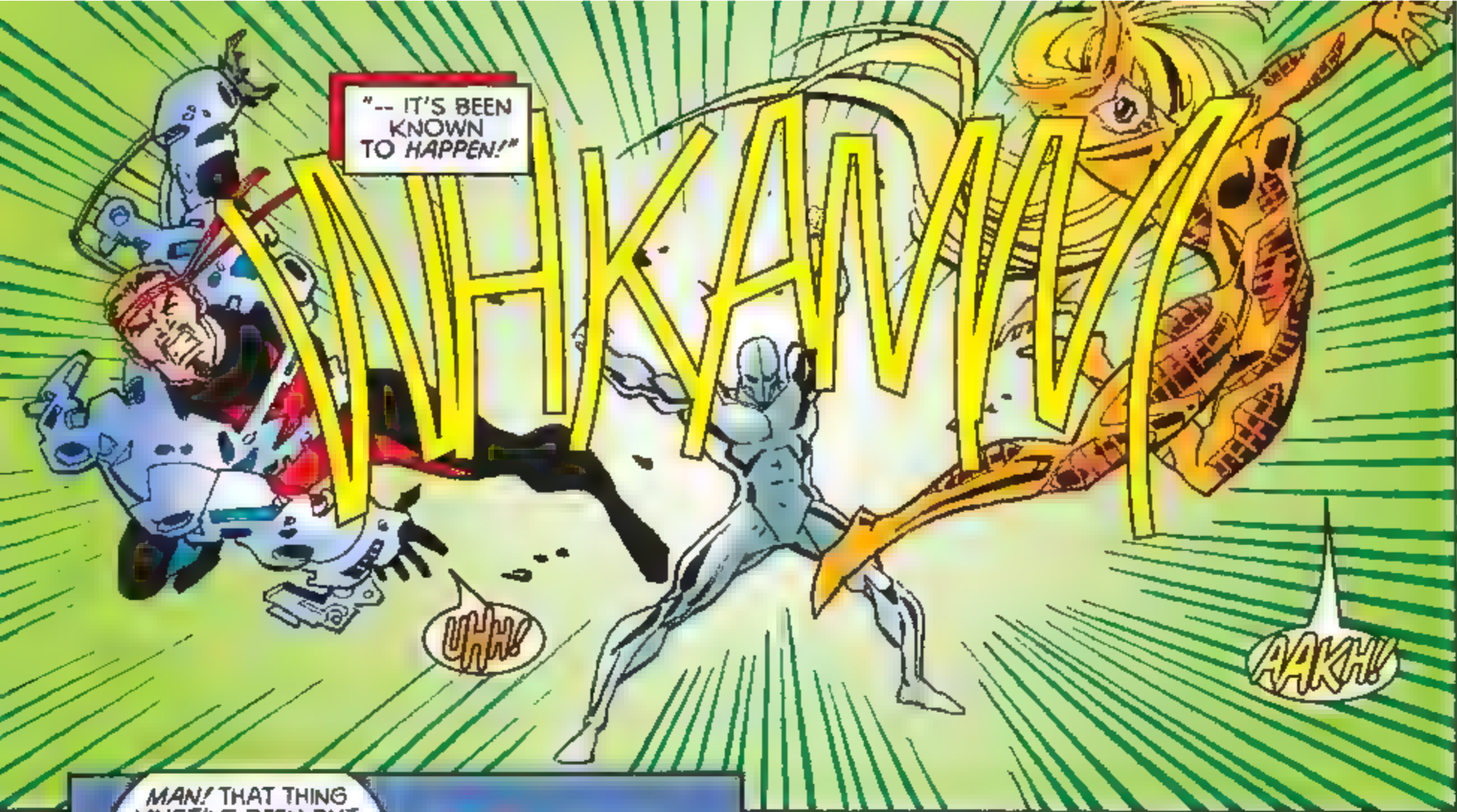
I'M FLATTERED BY THE ATTENTION, MACH-1 -- BUT HONEST, I'M INNOCENT!

-- WHOA!

YOU WERE SPOTTED, SPIDER-MAN! SO IF YOU'RE INNOCENT, WHO WAS THAT -- A SPIDER-MAN ROBOT?!

KRAK KRAK KRAK

DON'T BE SO QUICK TO SCOFF, FELLA --



"... IT'S BEEN KNOWN TO HAPPEN!"

UHH!

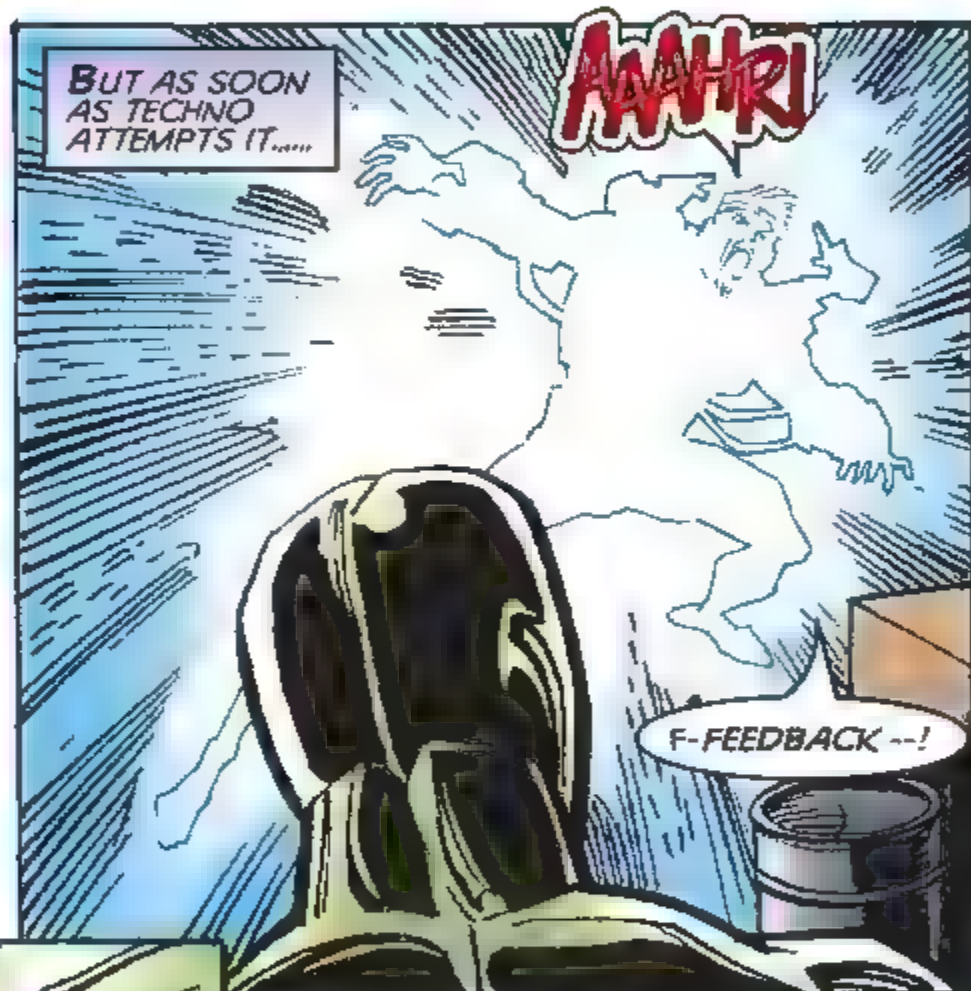
AAHH!



MAN! THAT THING MUST'VE BEEN PUT TOGETHER BY SOME **SERIOUS** TECHNOLOGICAL GENIUSES!

ITS MIND ISN'T MUCH -- BUT PHYSICALLY, IT'S AMAZING!

STILL, MAYBE I CAN CONFIGURE AN **OVERRIDE UNIT** -- TAKE CONTROL OF IT!



BUT AS SOON AS TECHNO ATTEMPTS IT....

AAHHRI

F-FEEDBACK --!



AND SOMEBODY THOUGHT THAT WAS SPIDER-MAN --?!

GO AHEAD, METEORITE -- NOW'S YOUR CHANCE TO USE THOSE VAUNTED **PSYCHIATRIC SKILLS** OF YOURS!

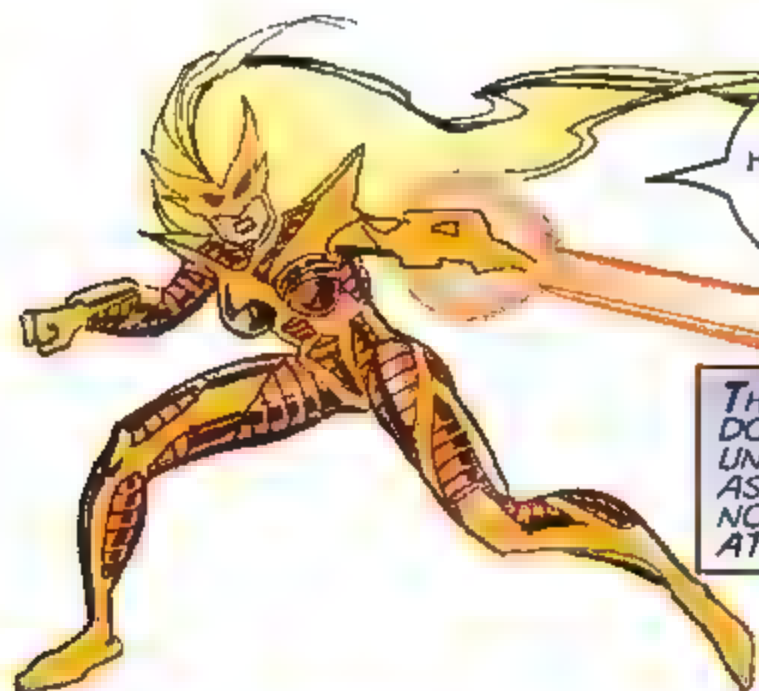
KAWAT

GET IT ON THE COUCH -- ASK ABOUT ITS CHILDHOOD --!



I'D DO BETTER TO ASK ABOUT YOURS, TECHNO -- AND WHY, ONCE YOU'VE FAILED IN YOUR **SPECIALTY**, YOU SEEK TO BELITTLE MINE!

AS FOR THIS THING --



-- I
SHOULD
HAVE POWER
ENOUGH
TO --
EH?

THE REMOTE
DOESN'T FALL
UNDER HER
ASSAULT --
NOR DOES IT
ATTACK.

INSTEAD, IT
ABSORBS
THE ENERGY-
BOLT --
ABSORBS IT --

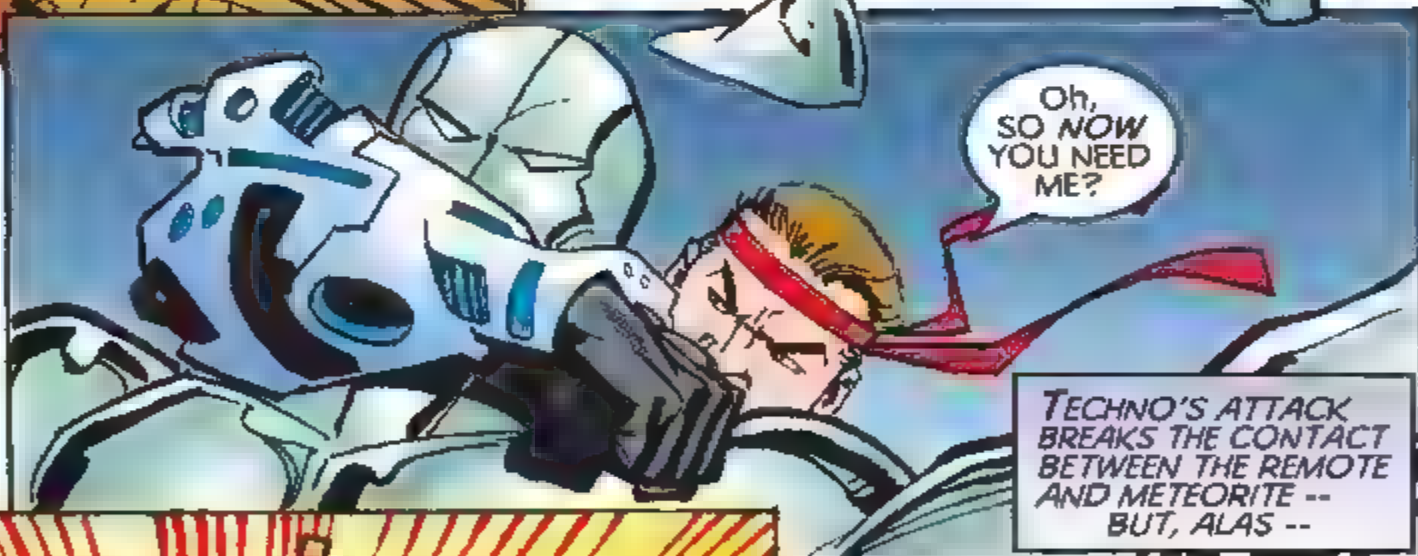


-- AND REACHES
OUT FOR MORE --



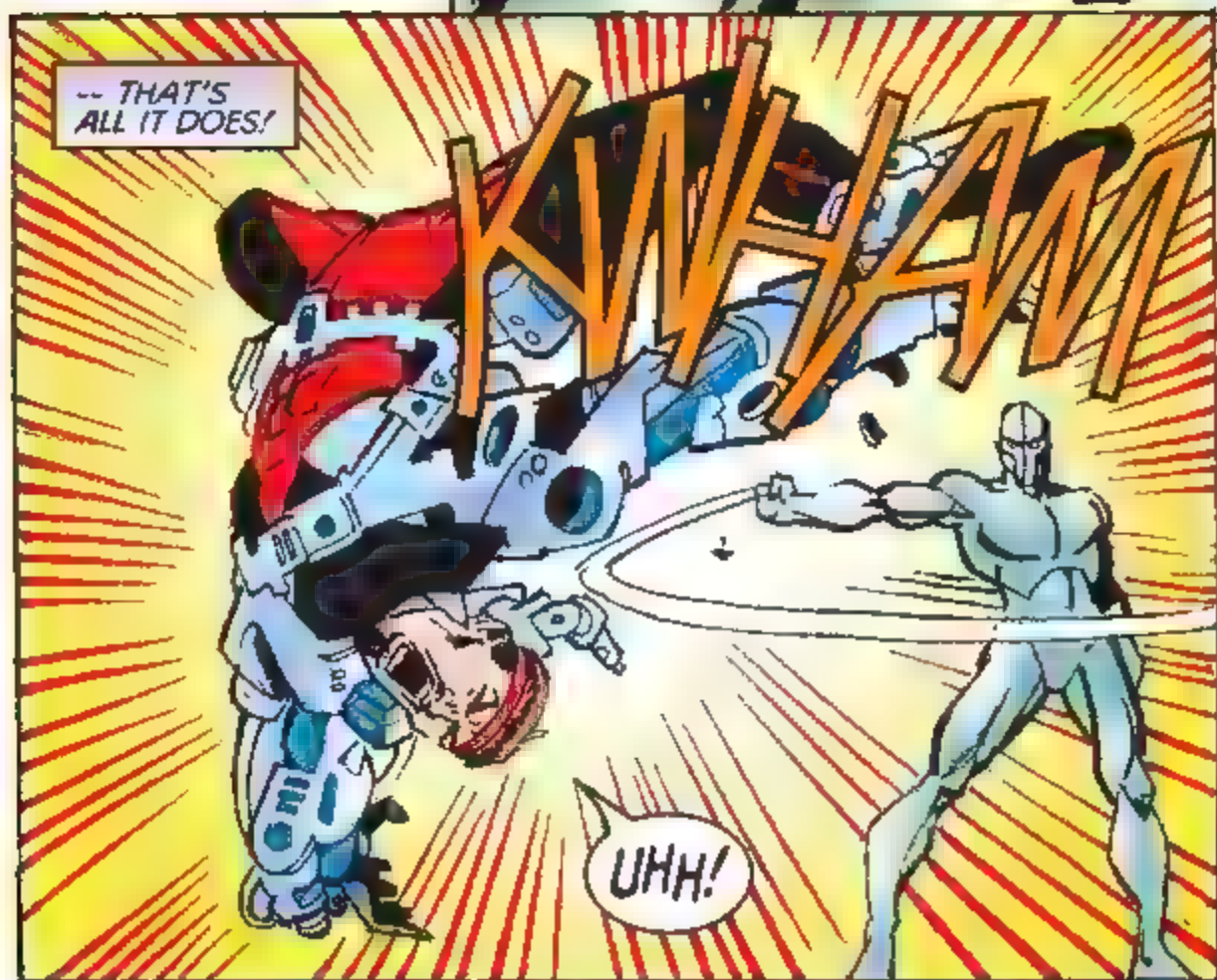
I -- CAN'T
STOP BLASTING!
IT'S LOCKED
ONTO MY ENERGY
SOMEHOW -- AND
IT'S D-DRAINING
ME!

TECHNO -- DO
SOMETHING!



Oh,
SO NOW
YOU NEED
ME?

TECHNO'S ATTACK
BREAKS THE CONTACT
BETWEEN THE REMOTE
AND METEORITE --
BUT, ALAS --

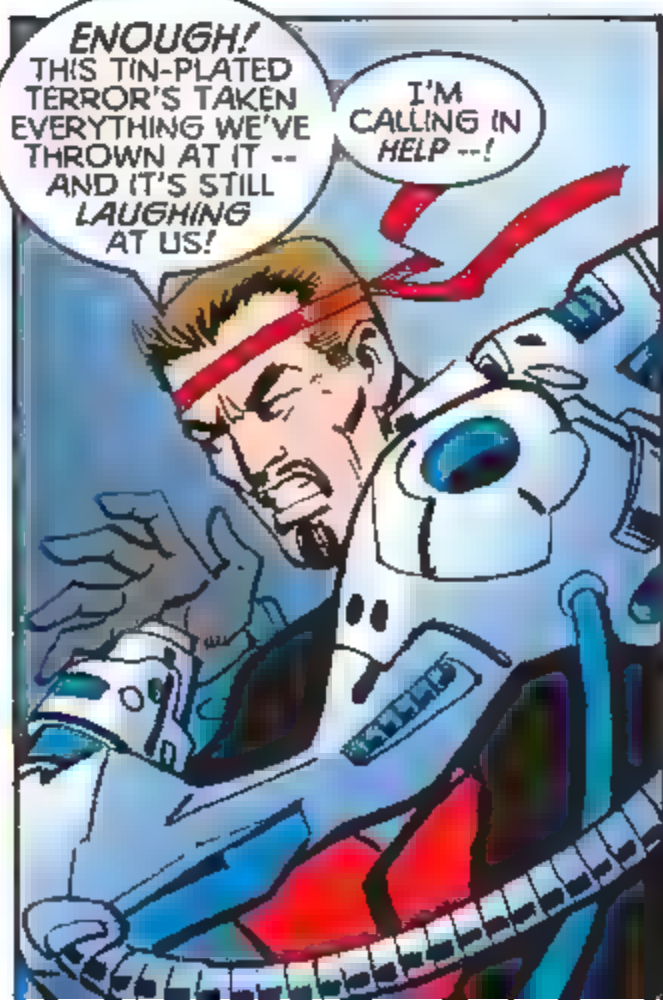


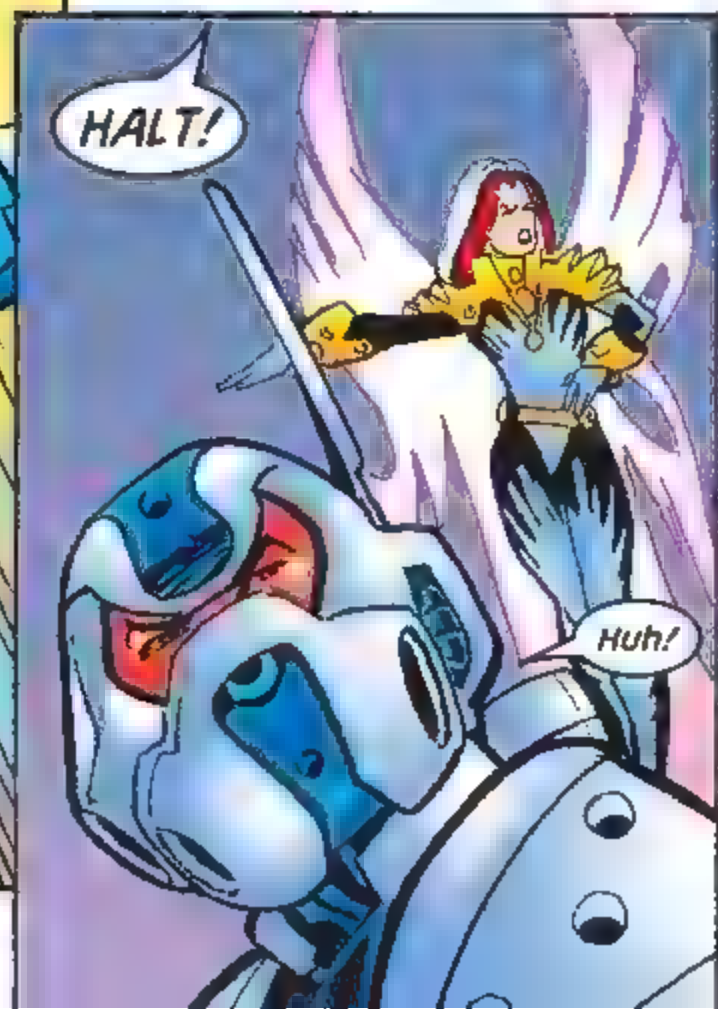
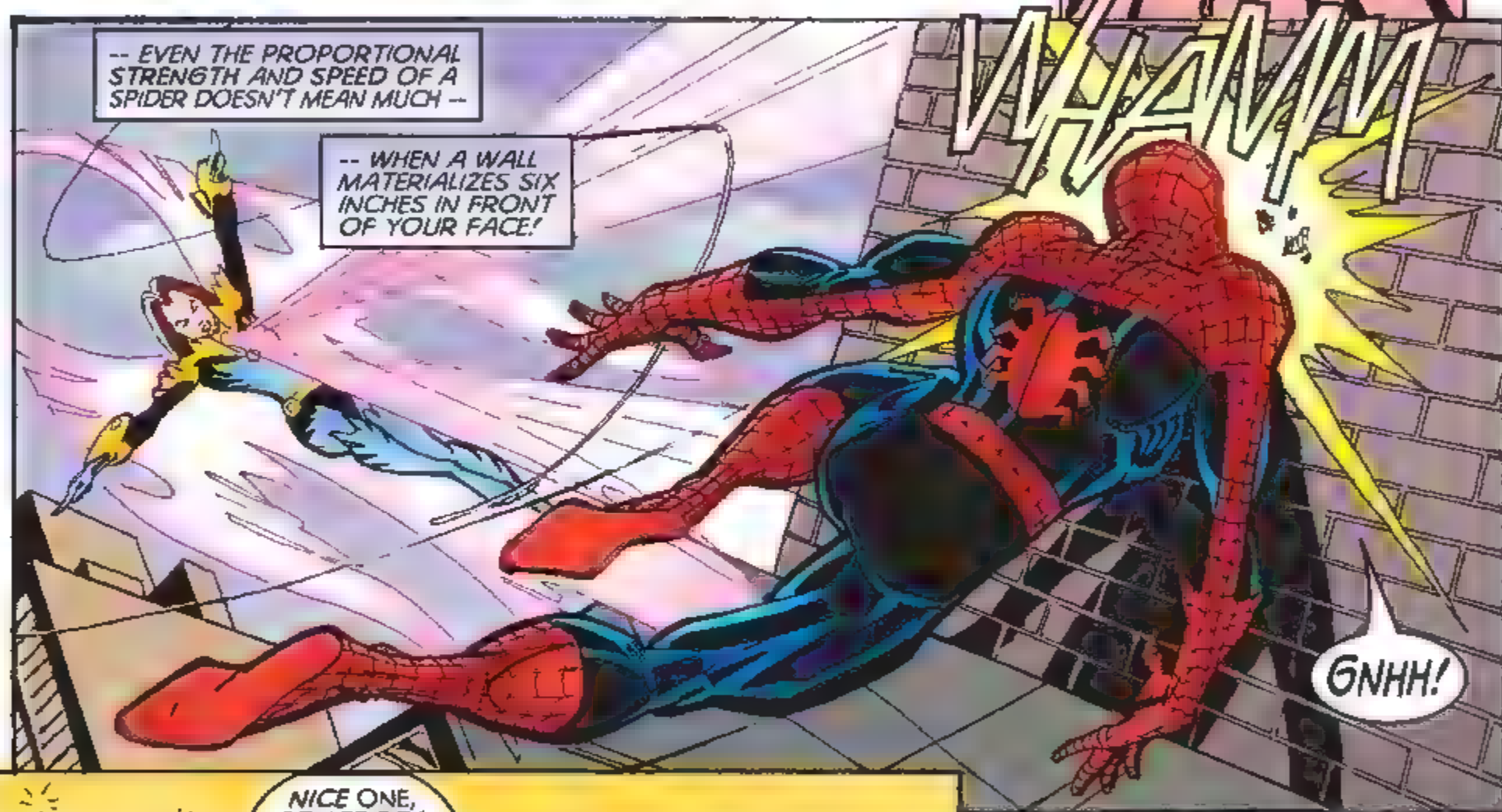
-- THAT'S
ALL IT DOES!

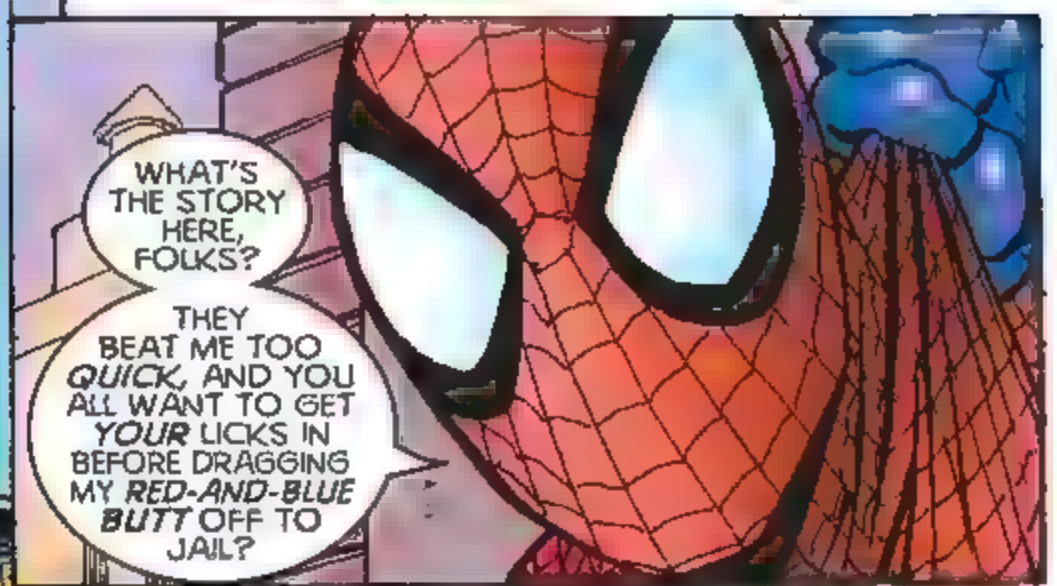
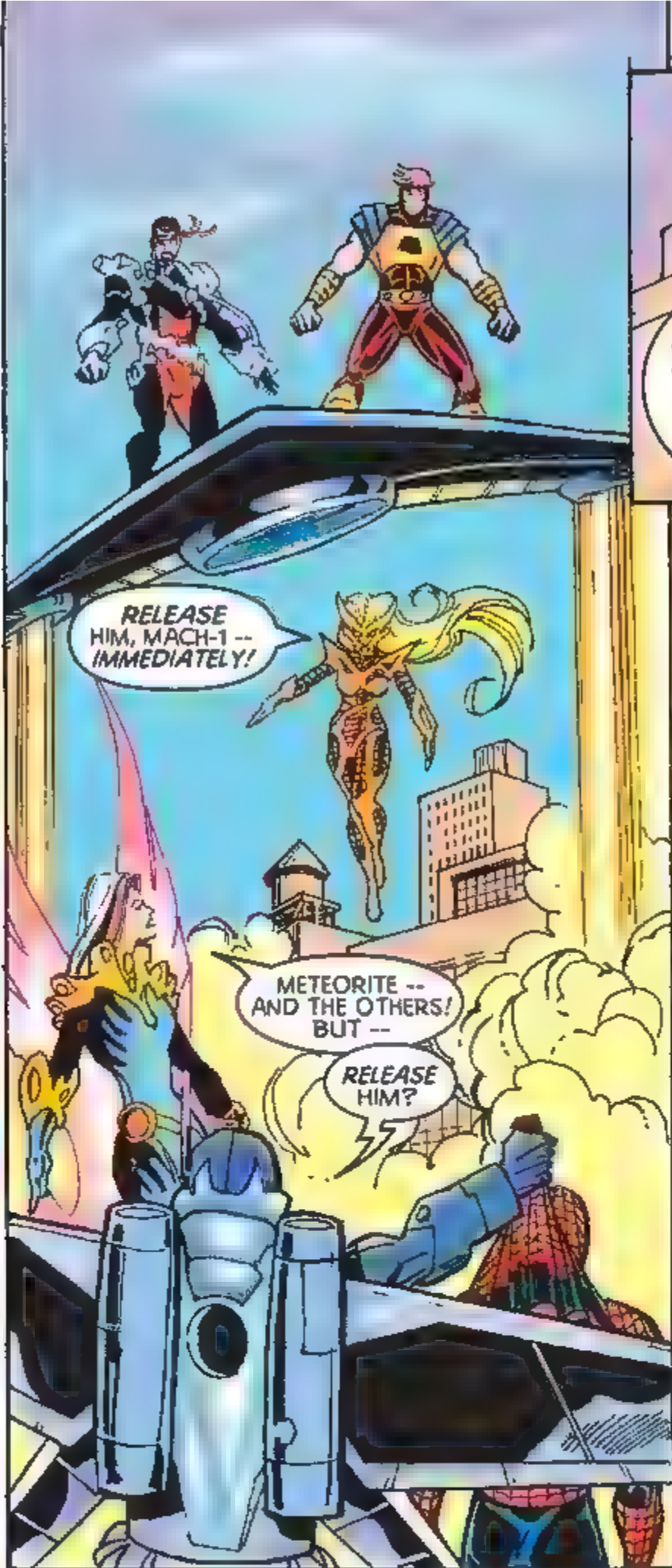
UHH!

ENOUGH!
THIS TIN-PLATED
TERROR'S TAKEN
EVERYTHING WE'VE
THROWN AT IT --
AND IT'S STILL
LAUGHING
AT US!

I'M
CALLING IN
HELP --!







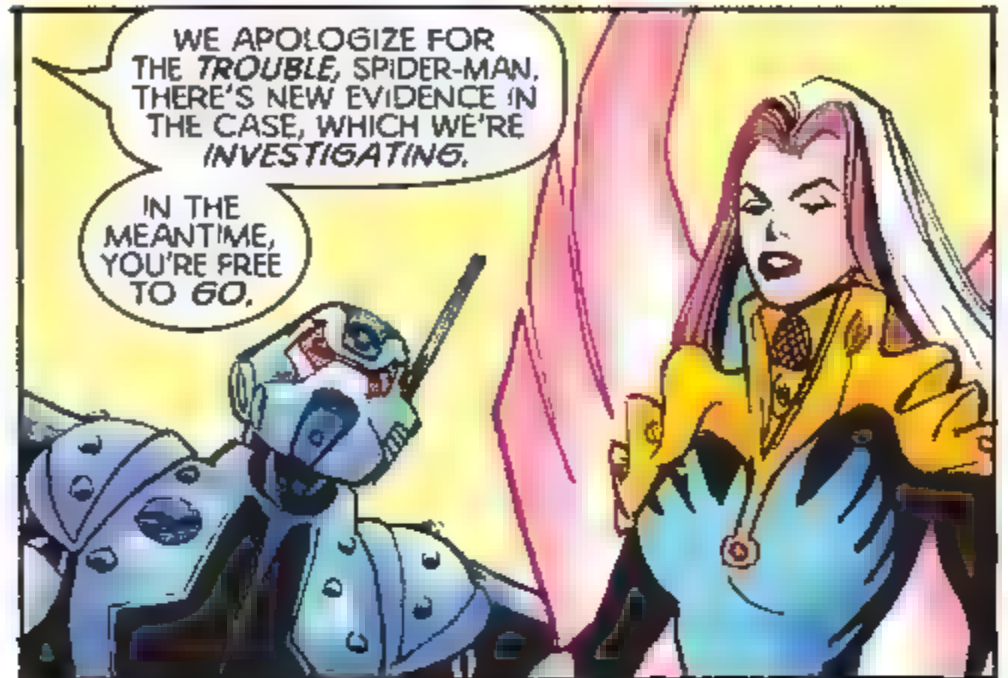
WHAT'S
THE STORY
HERE,
FOLKS?

THEY
BEAT ME TOO
QUICK, AND YOU
ALL WANT TO GET
YOUR LICKS IN
BEFORE DRAGGING
MY RED-AND-BLUE
BUTT OFF TO
JAIL?

RELEASE
HIM, MACH-1 --
IMMEDIATELY!

METEORITE --
AND THE OTHERS!
BUT --

RELEASE
HIM?



WE APOLOGIZE FOR
THE TROUBLE, SPIDER-MAN.
THERE'S NEW EVIDENCE IN
THE CASE, WHICH WE'RE
INVESTIGATING.

IN THE
MEANTIME,
YOU'RE FREE
TO GO.



NEW
EVIDENCE?
LIKE
WHAT?



AGAIN, SPIDER-MAN,
I APOLOGIZE -- BUT
THAT'S PRIVILEGED
INFORMATION.

MACH-1,
SONGBIRD --
LET'S GO.

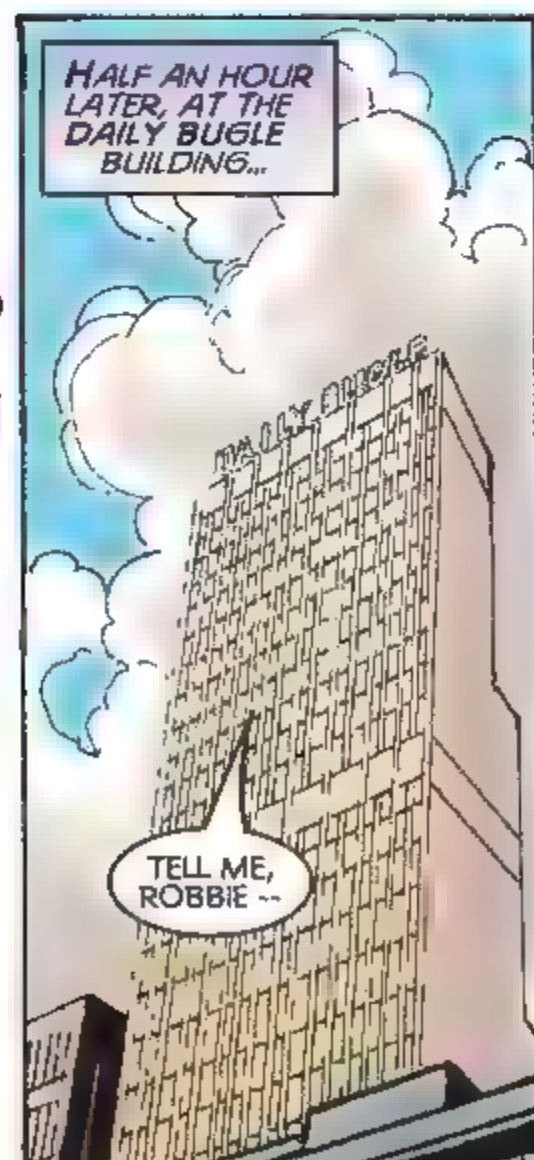
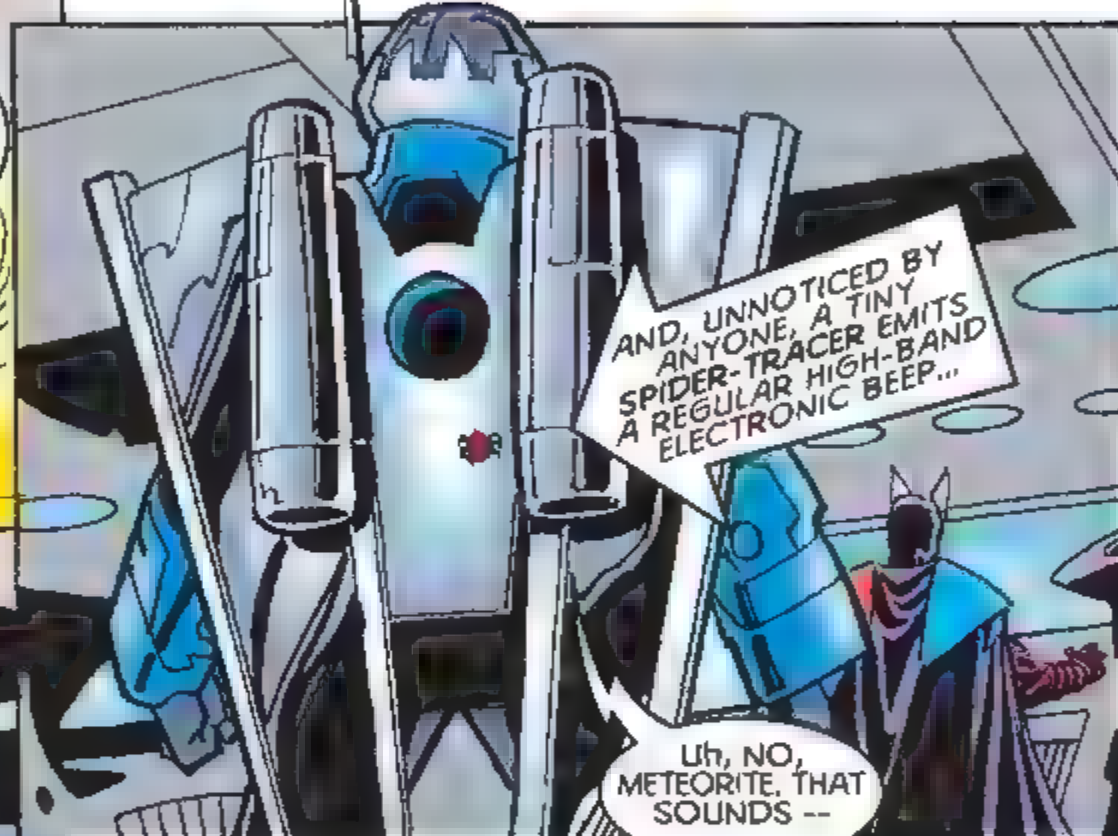
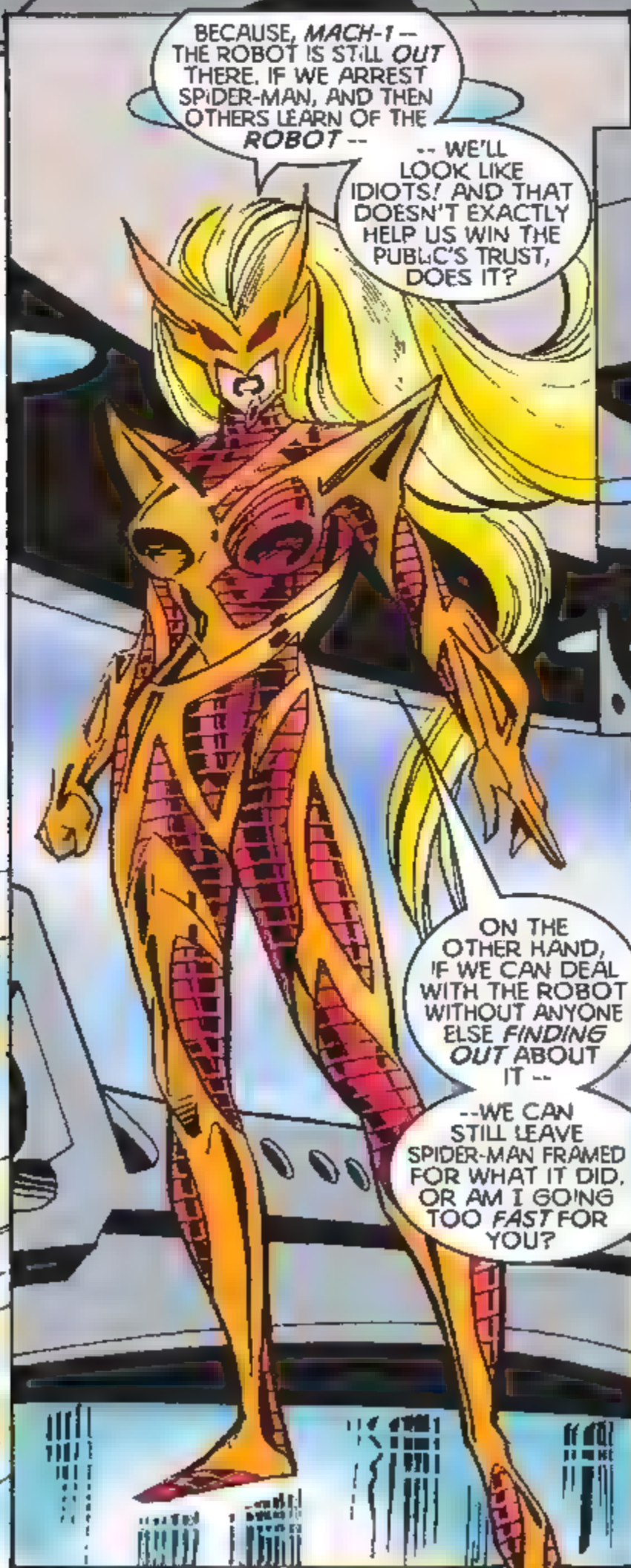
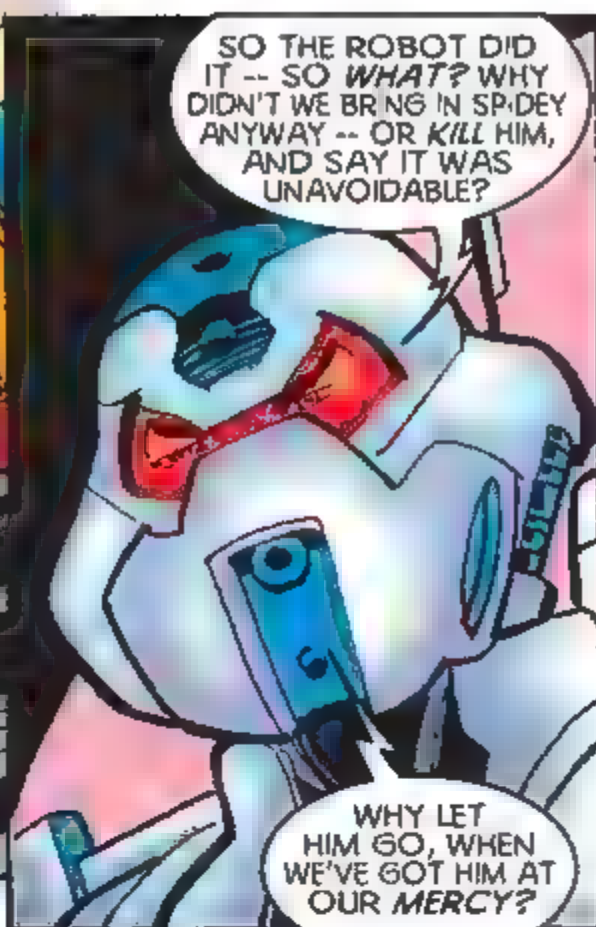
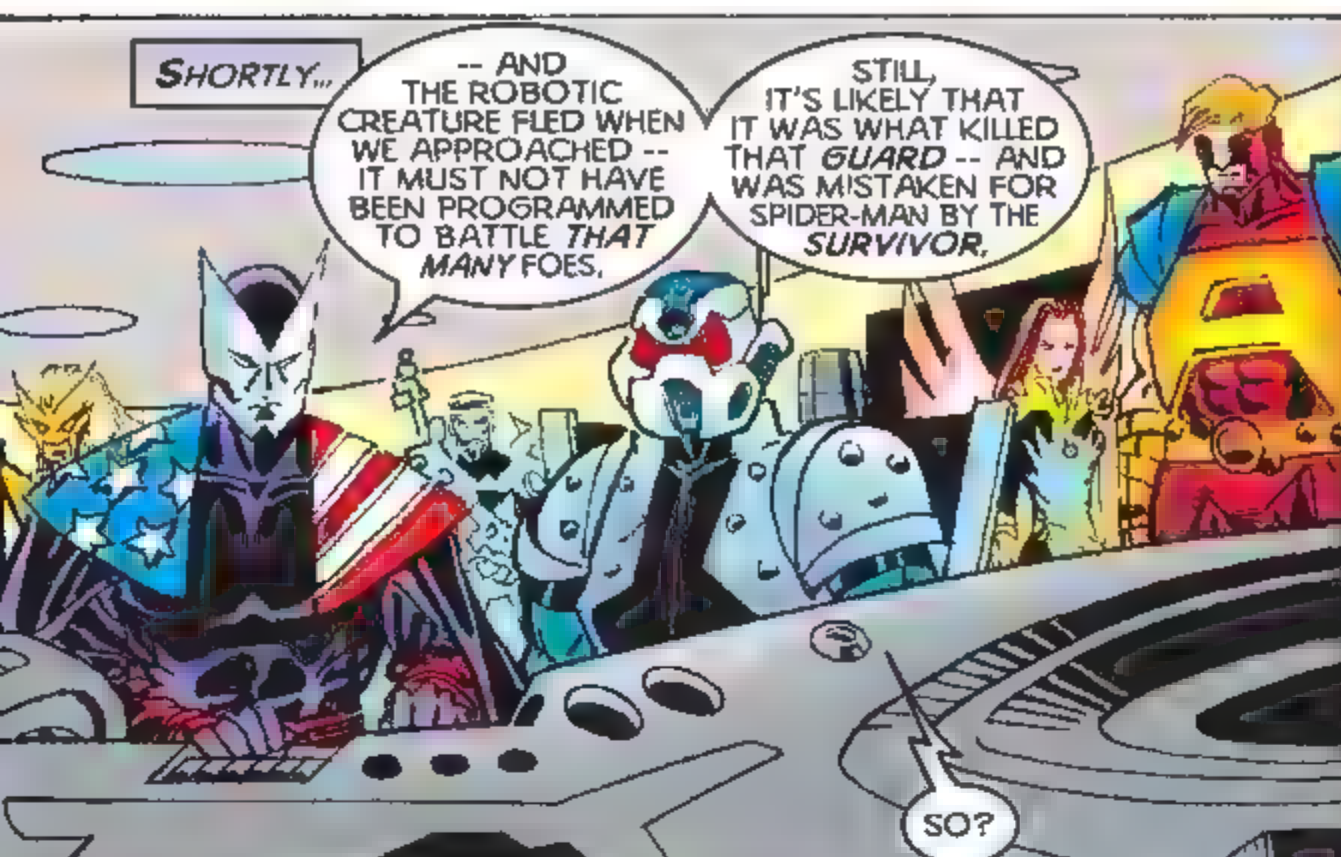


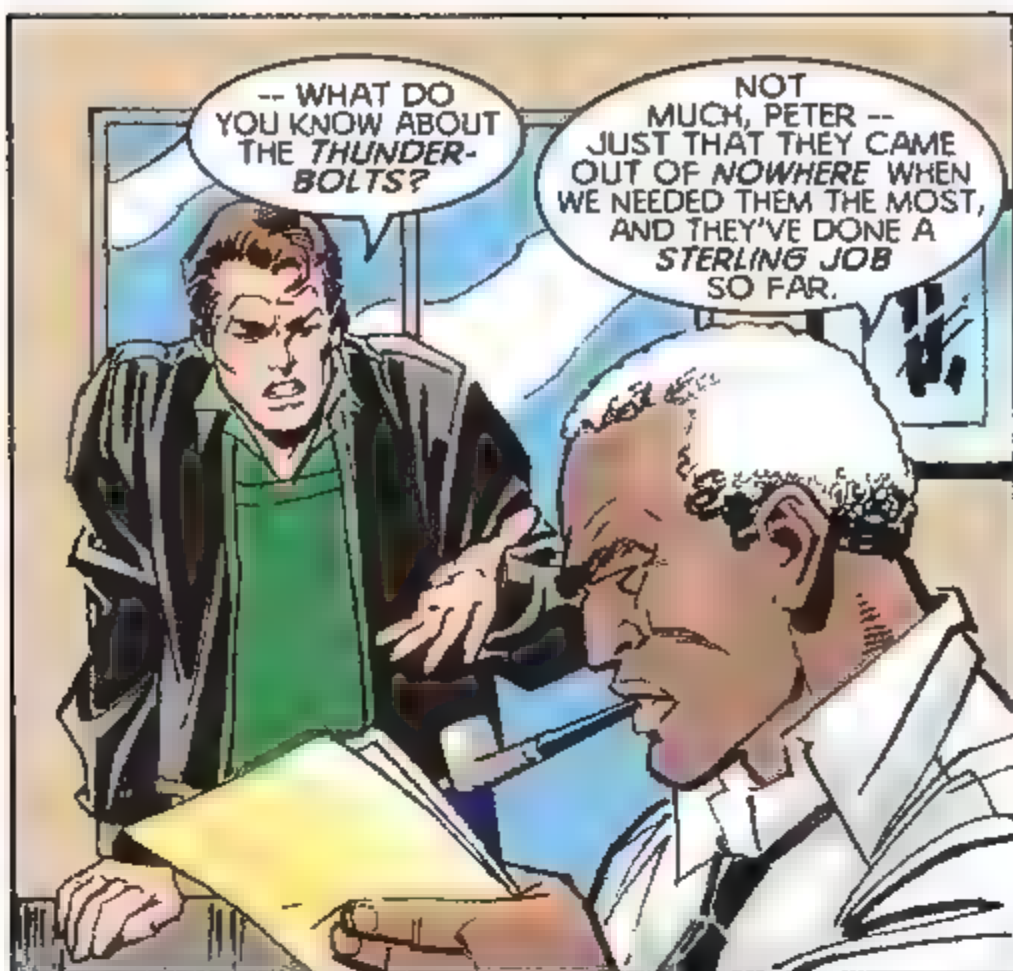
AND IN
MOMENTS...

THERE
THEY GO.

I DON'T
KNOW WHAT IT IS,
BUT THERE'S
SOMETHING... WEIRD
ABOUT THEM. SOMETHING
NOT QUITE RIGHT.
THE PUBLIC MAY
LOVE THEM,
BUT ME --

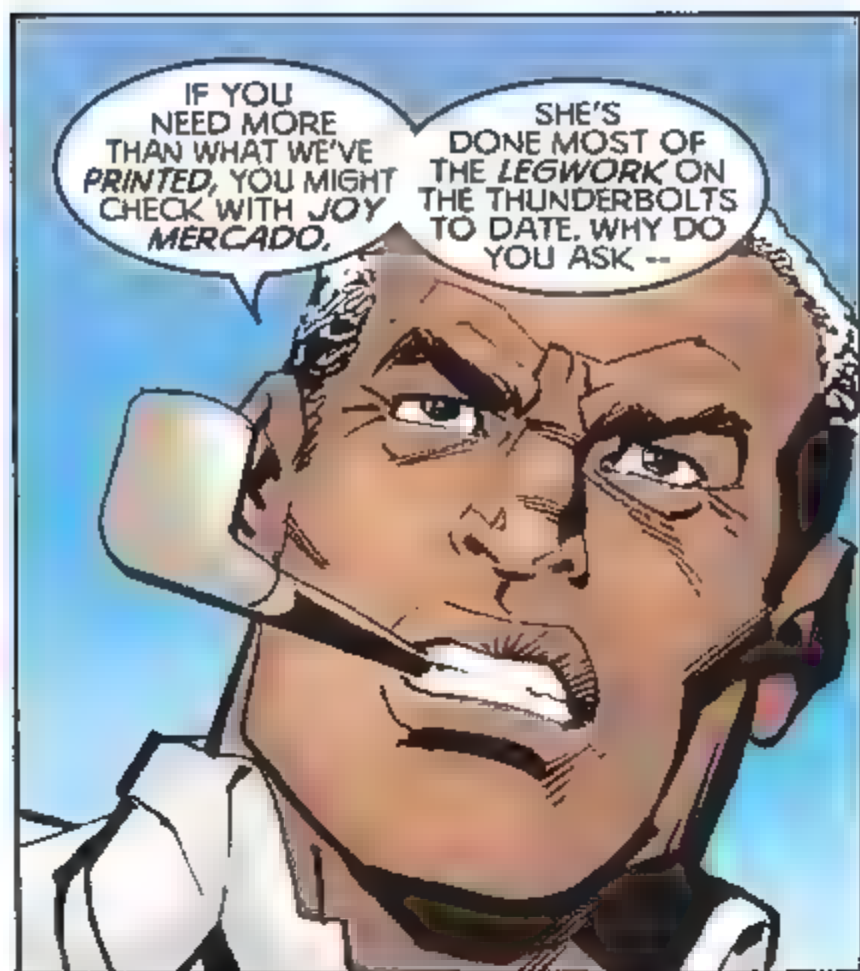
-- I
WANT TO
KNOW
MORE.





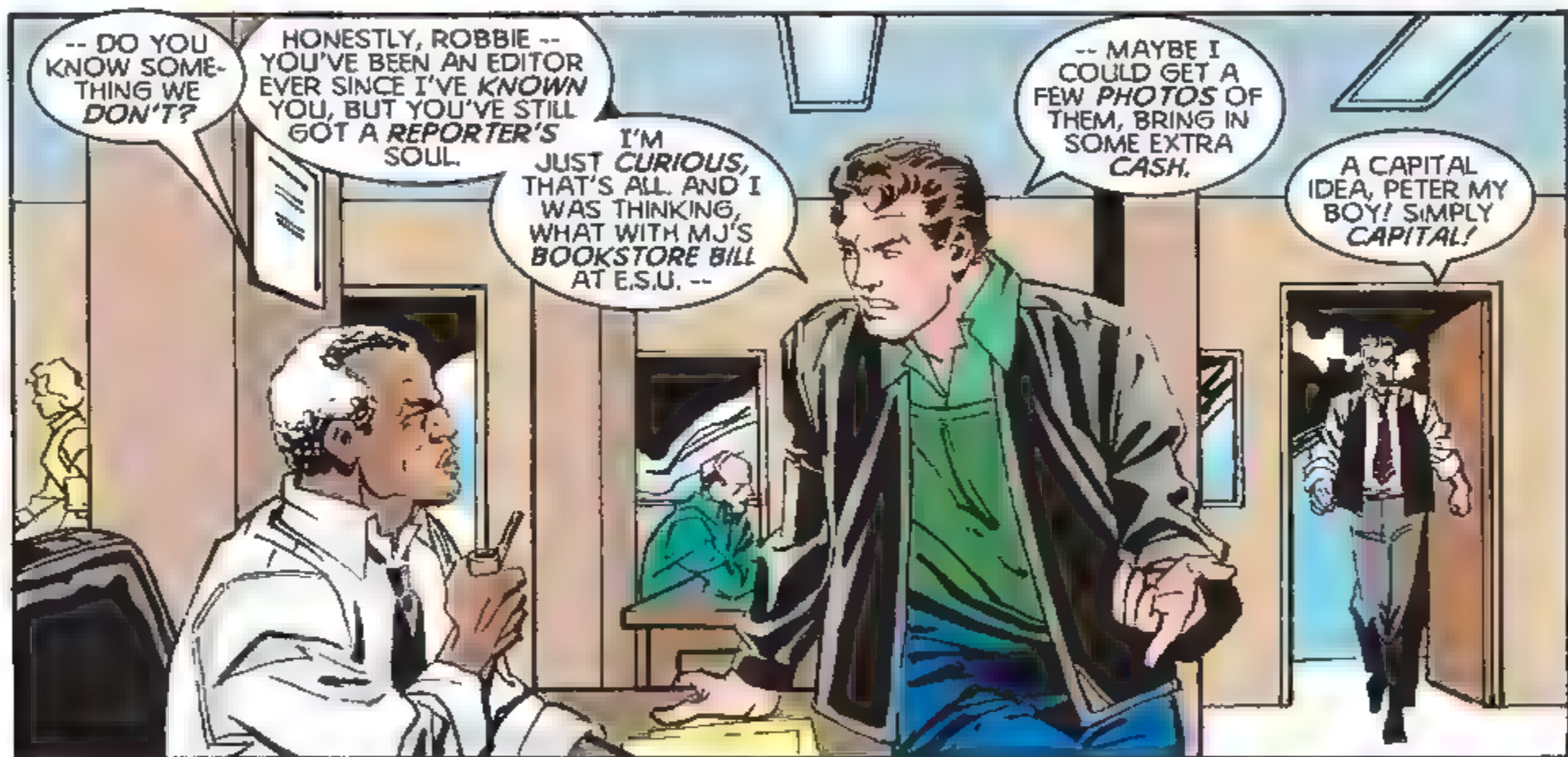
-- WHAT DO YOU KNOW ABOUT THE **THUNDER-BOLTS**?

NOT MUCH, PETER -- JUST THAT THEY CAME OUT OF **NOWHERE** WHEN WE NEEDED THEM THE MOST, AND THEY'VE DONE A **STERLING** JOB SO FAR.



IF YOU NEED MORE THAN WHAT WE'VE **PRINTED**, YOU MIGHT CHECK WITH **JOY MERCADO**.

SHE'S DONE MOST OF THE **LEGWORK** ON THE **THUNDERBOLTS** TO DATE. WHY DO YOU ASK --



-- DO YOU KNOW SOMETHING WE **DON'T**?

HONESTLY, ROBBIE -- YOU'VE BEEN AN EDITOR EVER SINCE I'VE **KNOWN** YOU, BUT YOU'VE STILL GOT A **REPORTER'S** SOUL.

I'M JUST **CURIOUS**, THAT'S ALL. AND I WAS THINKING, WHAT WITH **MJ'S** BOOKSTORE BILL AT **E.S.U.** --

-- MAYBE I COULD GET A FEW **PHOTOS** OF THEM, BRING IN SOME **EXTRA CASH**.

A CAPITAL IDEA, PETER MY BOY! SIMPLY **CAPITAL!**



YOU GET ME **PHOTOS** OF THOSE **FINE, DEDICATED** HEROES CAPTURING **SPIDER-MAN**, AND I'LL NOT ONLY **BUY** THEM --

-- I'LL GIVE YOU A **BONUS!**



NOW HOP TO IT, BOY -- YOU'RE WASTING **DAYLIGHT!**

UH, **SURE**, JONAH -- I'M ON IT!

WELL, THAT **SETTLES** IT! SOMETHING **STINKS** HERE, AND IT'S NOT **ROBBIE'S** P P E! IF EVEN **JONAH** LIKES THE **T-BOLTS** --

-- THERE **MUST** BE SOMETHING **WRONG** WITH THEM!



THE BRONX.

TECHNO WAS ABLE TO ISOLATE THE ENERGY-SIGNATURE HE'D REGISTERED JUST BEFORE THE REMOTE ATTACKED --

-- AND THE THUNDERBOLTS HAVE BEEN SCANNING FOR IT SINCE THEY LEFT SPIDER-MAN, HOPING TO PICK UP SOME SIGN OF IT.

THEY'VE BEEN SOARING IN EVER-WIDENING CIRCLES, STARTING IN THE HEART OF MANHATTAN, AND NOW --



GOT IT!

UNLESS THAT THING'S GOT RELATIVES IN THE AREA, THIS HAS TO BE IT. APPROACH THAT TENEMENT THERE -- THE ONE IN THE BURNT-OUT LOT --

-- BUT SLOWLY --



THIS IS IT? DOESN'T LOOK LIKE MUCH...

DON'T JUDGE A BOOK BY ITS COVER, METEORITE -- WE OF ALL PEOPLE SHOULD KNOW THAT.

THERE'RE MORE ENERGY-FIELDS CONTAINED IN THAT BUILDING THAN THERE ARE IN NORAD HQ, IF MY READ-OUTS ARE CORRECT.

I'M SETTING UP A CLOAKING FIELD, TO SHIELD US FROM THEM -- BUT WE SHOULD STILL BE CAREFUL.

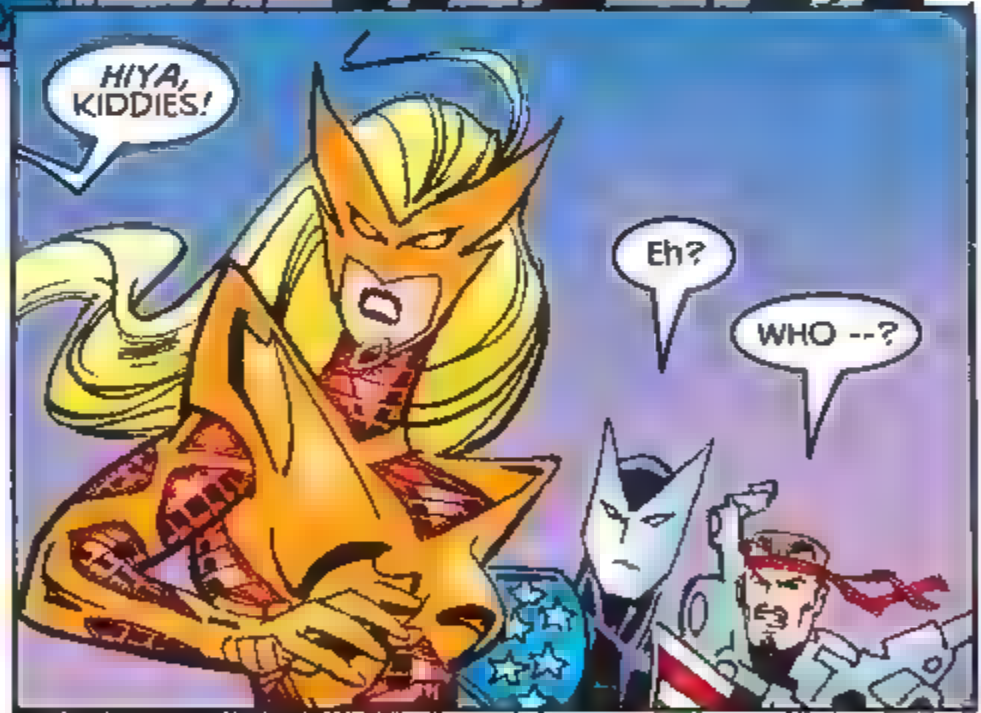
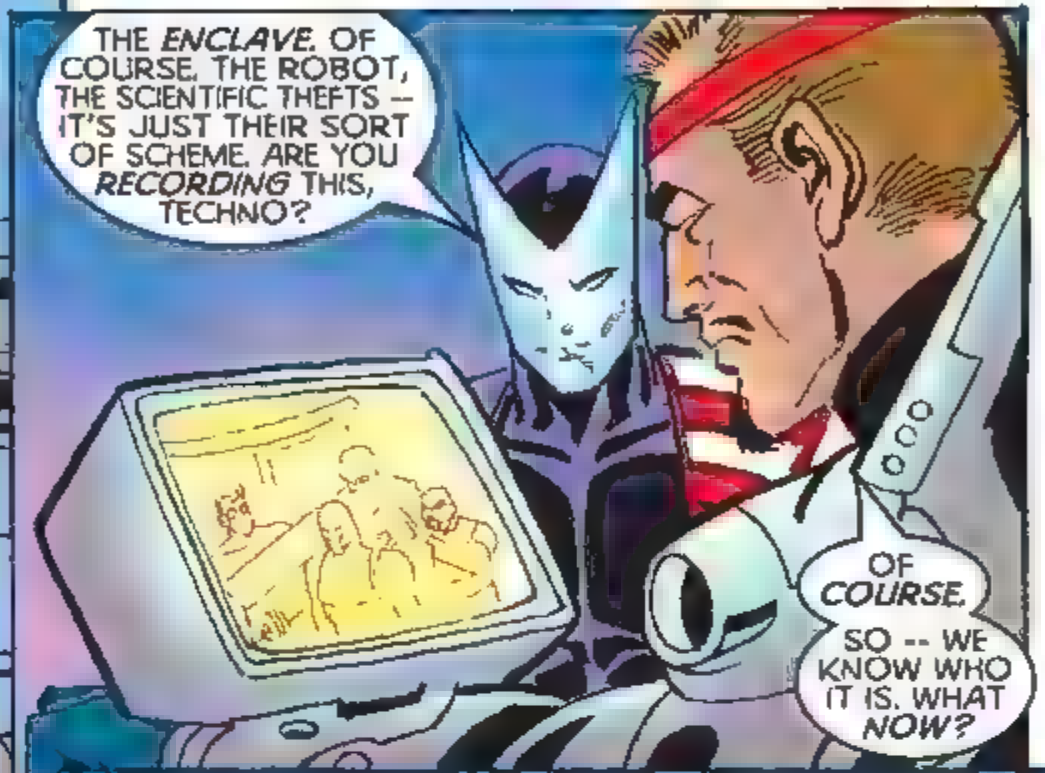
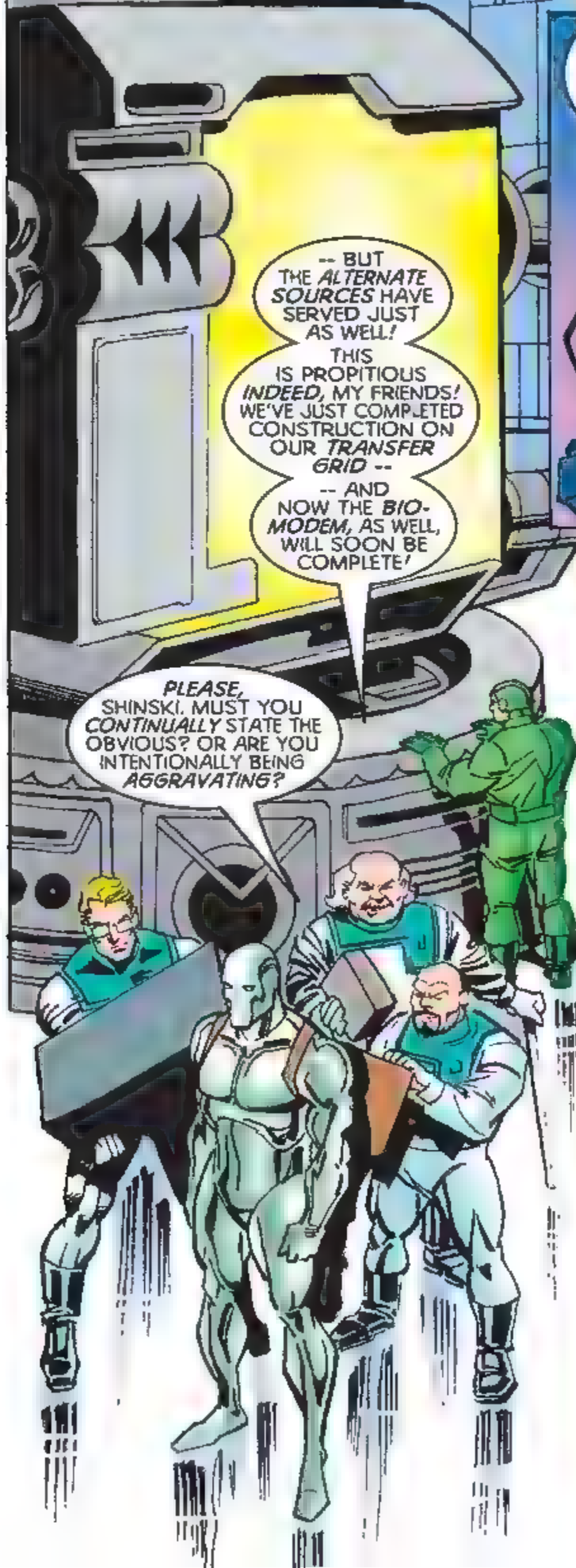
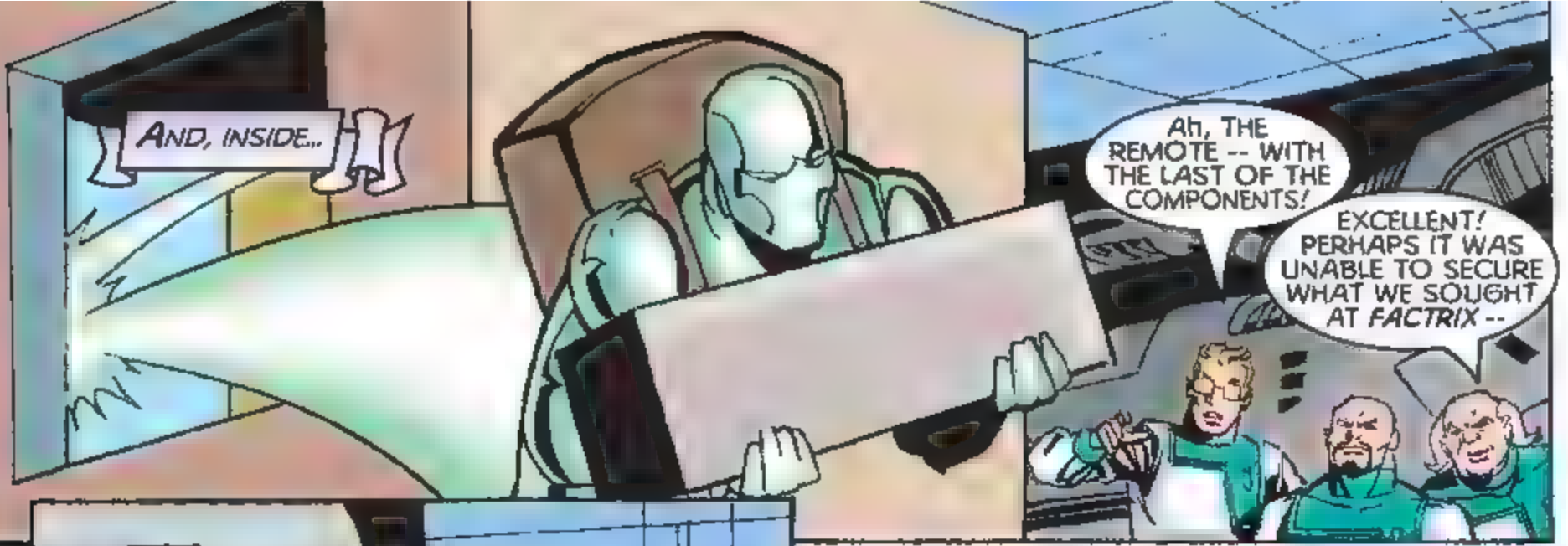


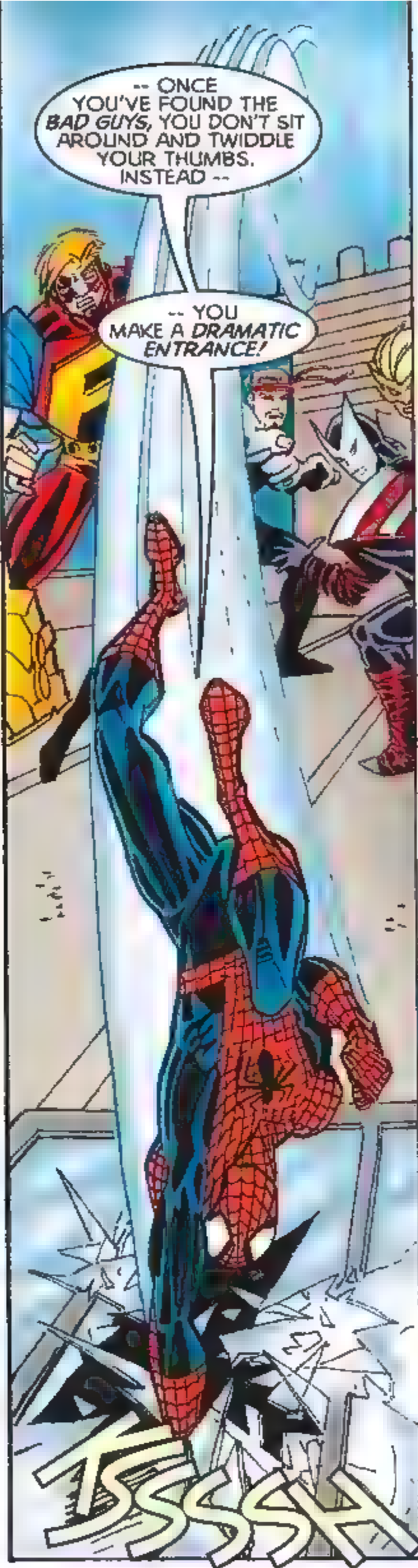
WHAT'S THAT?

THAT, SONGBIRD, MAY BE OUR WAY IN.

IT'S AN EXTERIOR SENSOR, PART OF THEIR SECURITY SYSTEM. IT'S NOT REGISTERING US, THANKS TO THE CLOAKING FIELD --

-- BUT MAYBE I CAN TAP INTO IT -- PENETRATE THEIR SYSTEM, AND FIND OUT WHO THEY ARE...





-- ONCE YOU'VE FOUND THE BAD GUYS, YOU DON'T SIT AROUND AND TWIDDLE YOUR THUMBS. INSTEAD --

-- YOU MAKE A DRAMATIC ENTRANCE!



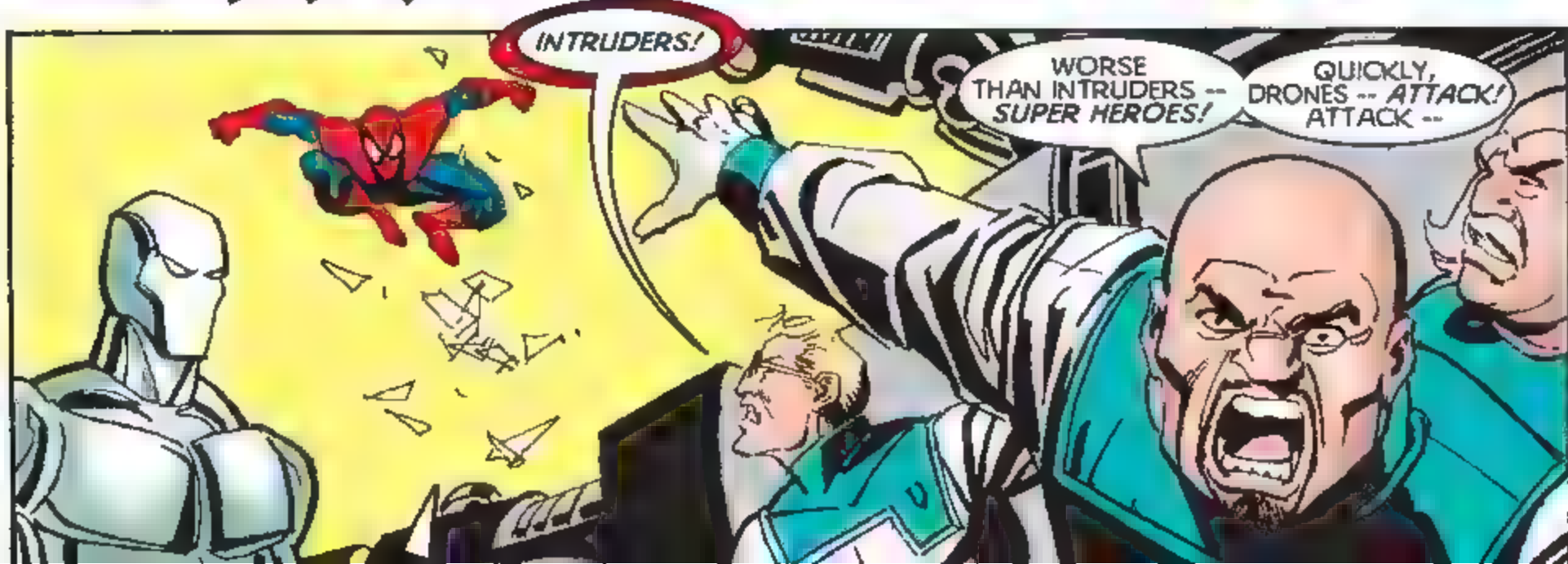
THE SCREAM OF ALARM KLAXONS SPLITS THE NIGHT SKY, AND FOR A MOMENT, THE THUNDERBOLTS STAND TRANSFIXED -- UNTIL --

MY CLOAKING FIELD -- IT COULDN'T COVER THAT! T'S BREACHED --

-- THEY KNOW WE'RE HERE!

OF COURSE THEY DO, TECHNO. SO WE'D BEST FOLLOW SPIDER-MAN'S LEAD --

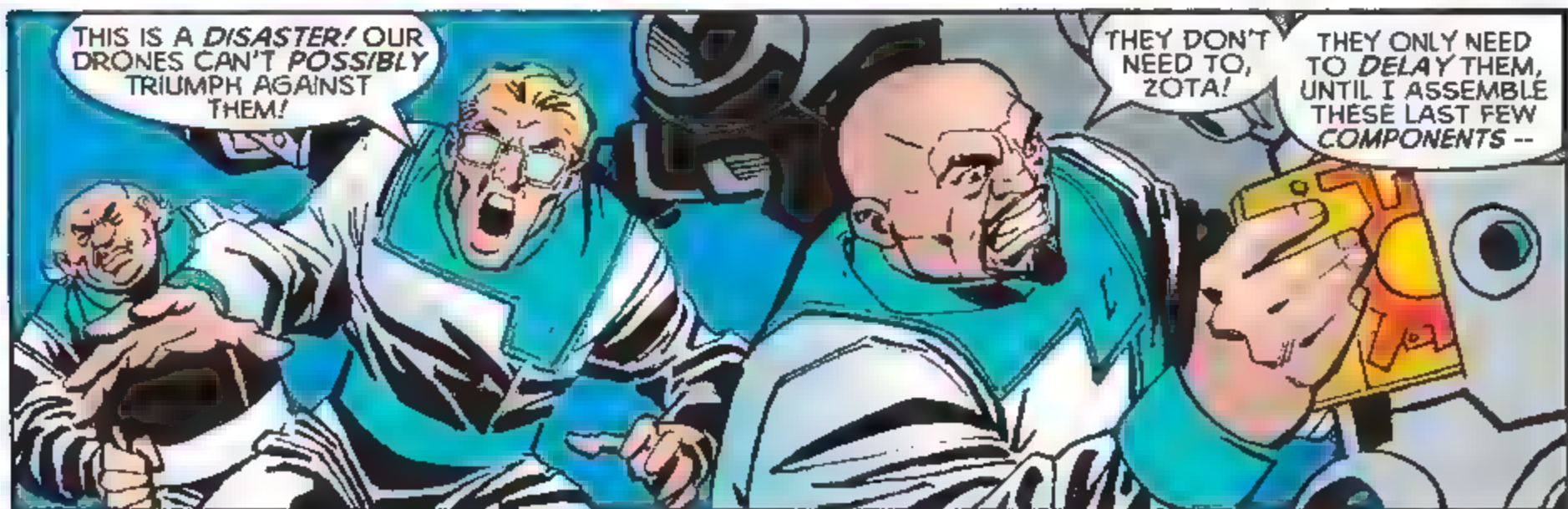
-- AND SET TO!

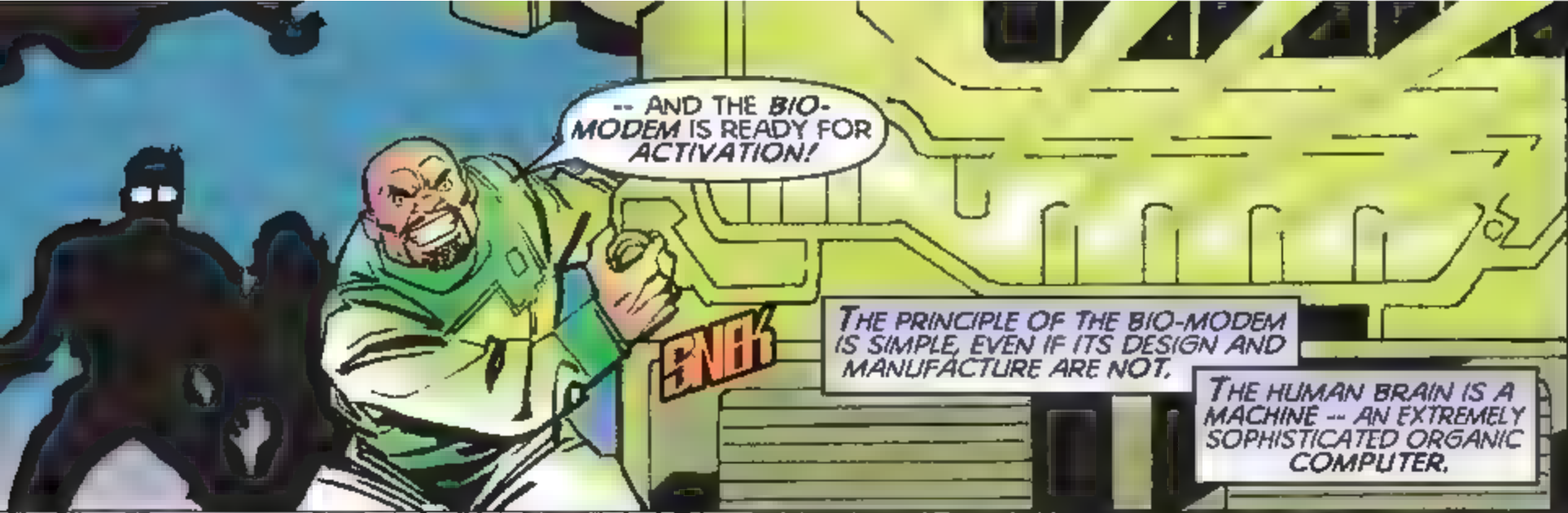


INTRUDERS!

WORSE THAN INTRUDERS -- SUPER HEROES!

QUICKLY, DRONES -- ATTACK! ATTACK --





-- AND THE BIO-MODEM IS READY FOR ACTIVATION!

THE PRINCIPLE OF THE BIO-MODEM IS SIMPLE, EVEN IF ITS DESIGN AND MANUFACTURE ARE NOT.

THE HUMAN BRAIN IS A MACHINE -- AN EXTREMELY SOPHISTICATED ORGANIC COMPUTER.



THUS, IT'S POSSIBLE --

UH!

AH!

-- IF THE RIGHT SIGNAL COULD BE SENT --

-- FOR AN EXTERIOR FORCE TO REACH INTO THAT ORGANIC COMPUTER -- BYPASS ITS CAPACITY FOR INDEPENDENT THOUGHT --

-- AND TAKE COMPLETE CONTROL!

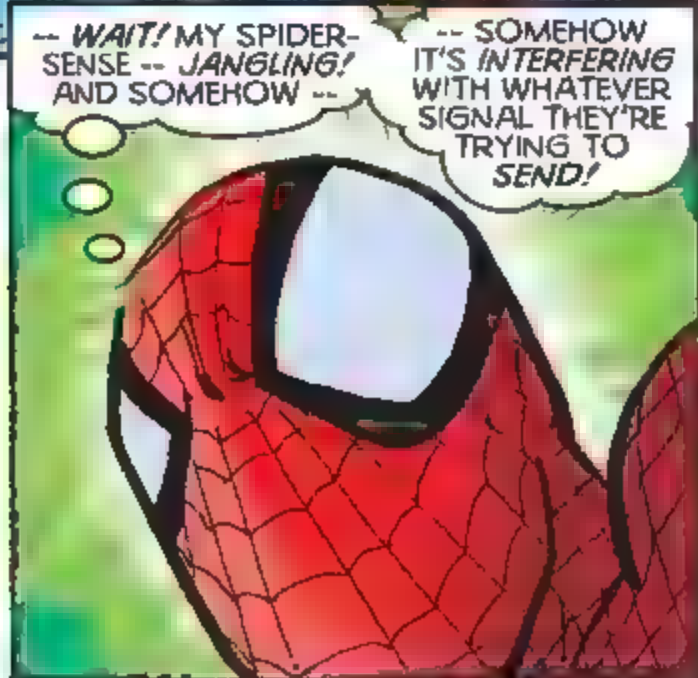
HH!

AH!

AAH!

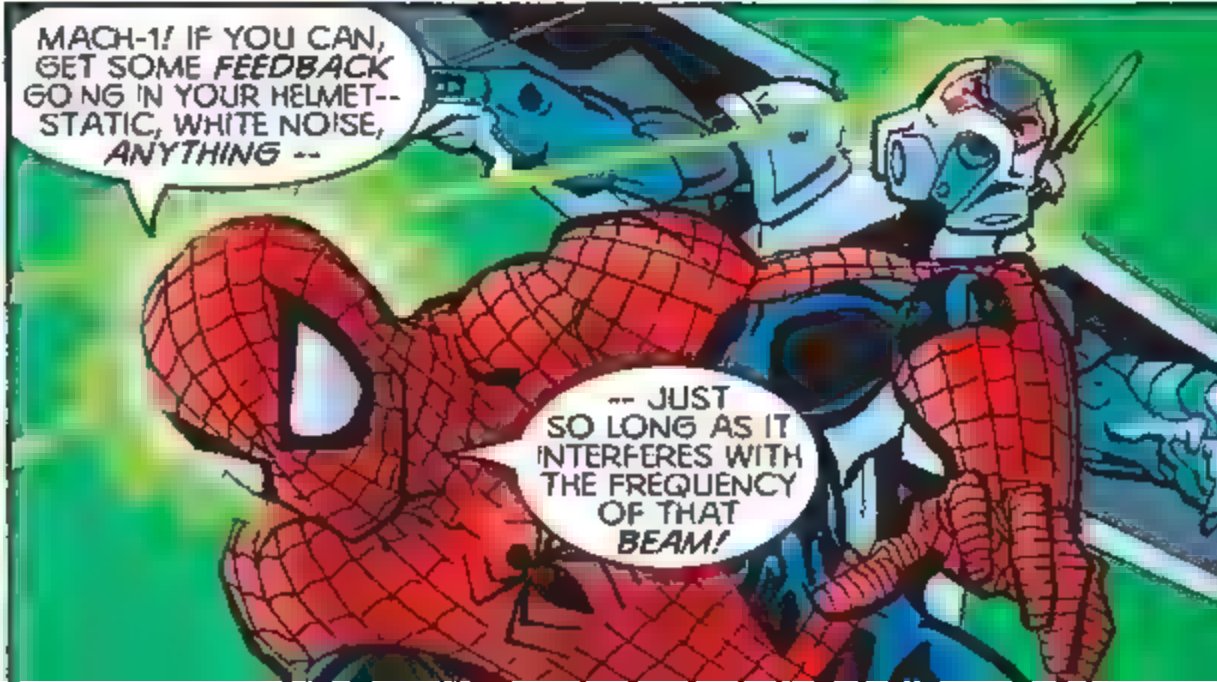
MY -- MY BRAIN! IT'S ON FIRE! IT'S --

NH!



-- WAIT! MY SPIDER-SENSE -- JANGLING! AND SOMEHOW --

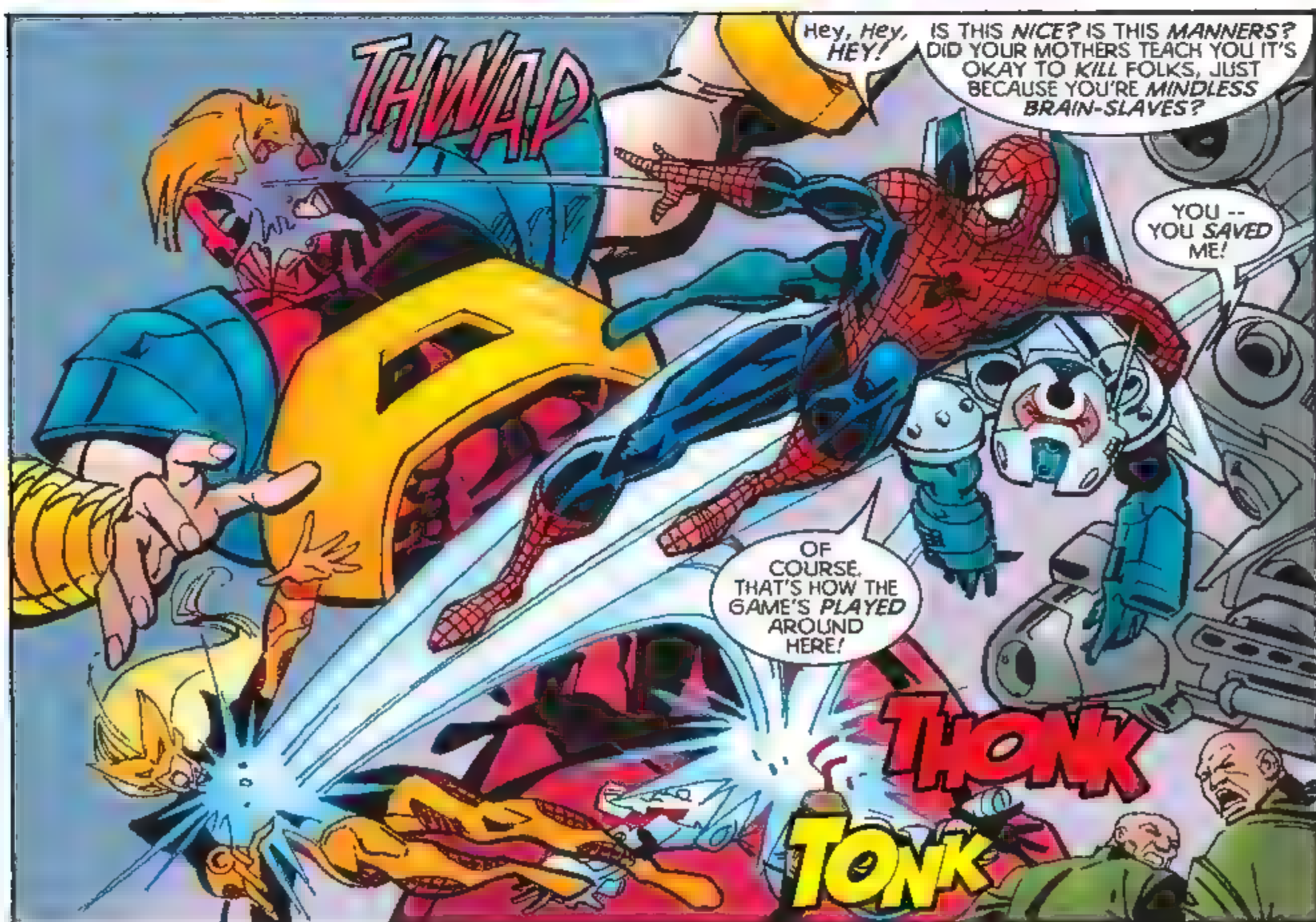
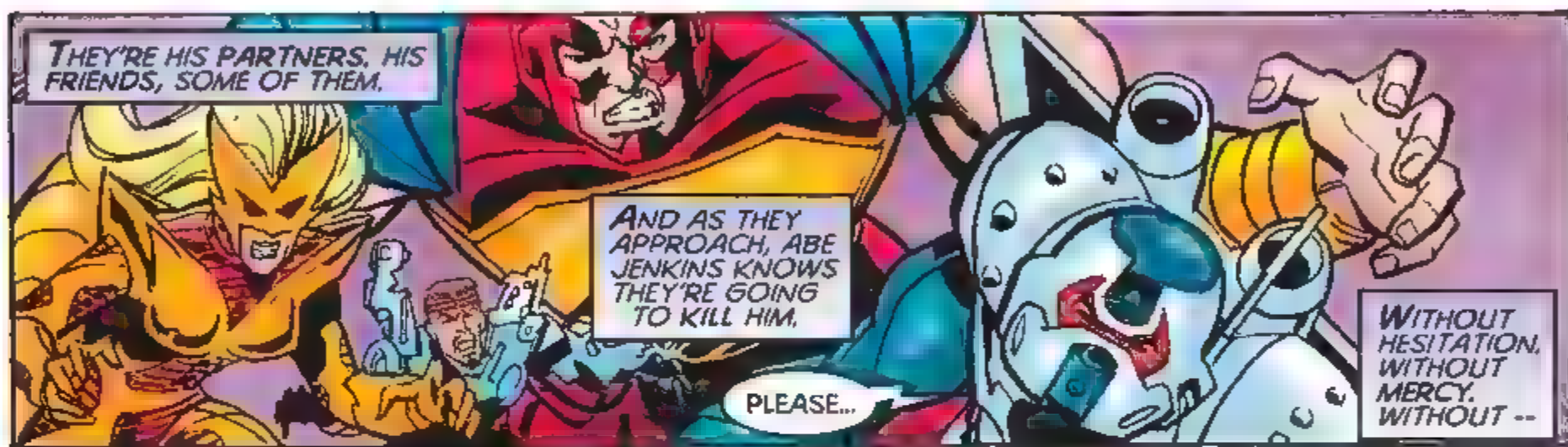
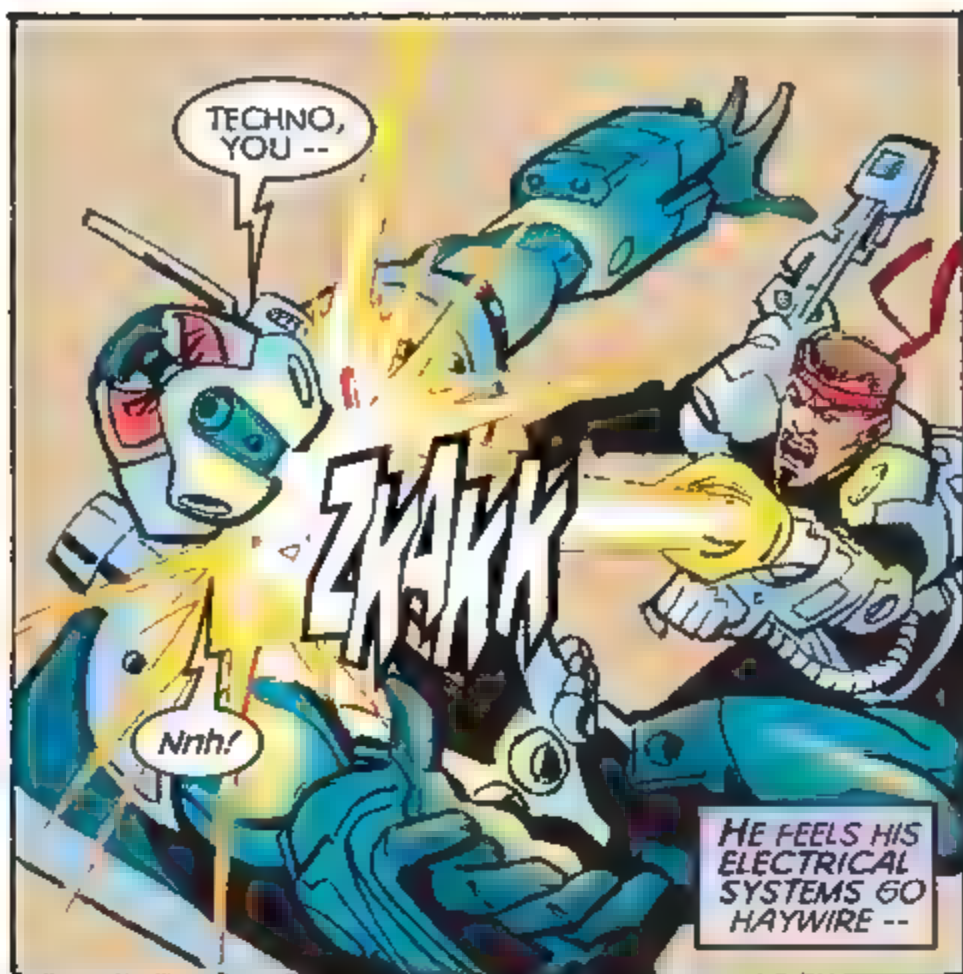
-- SOMEHOW IT'S INTERFERING WITH WHATEVER SIGNAL THEY'RE TRYING TO SEND!

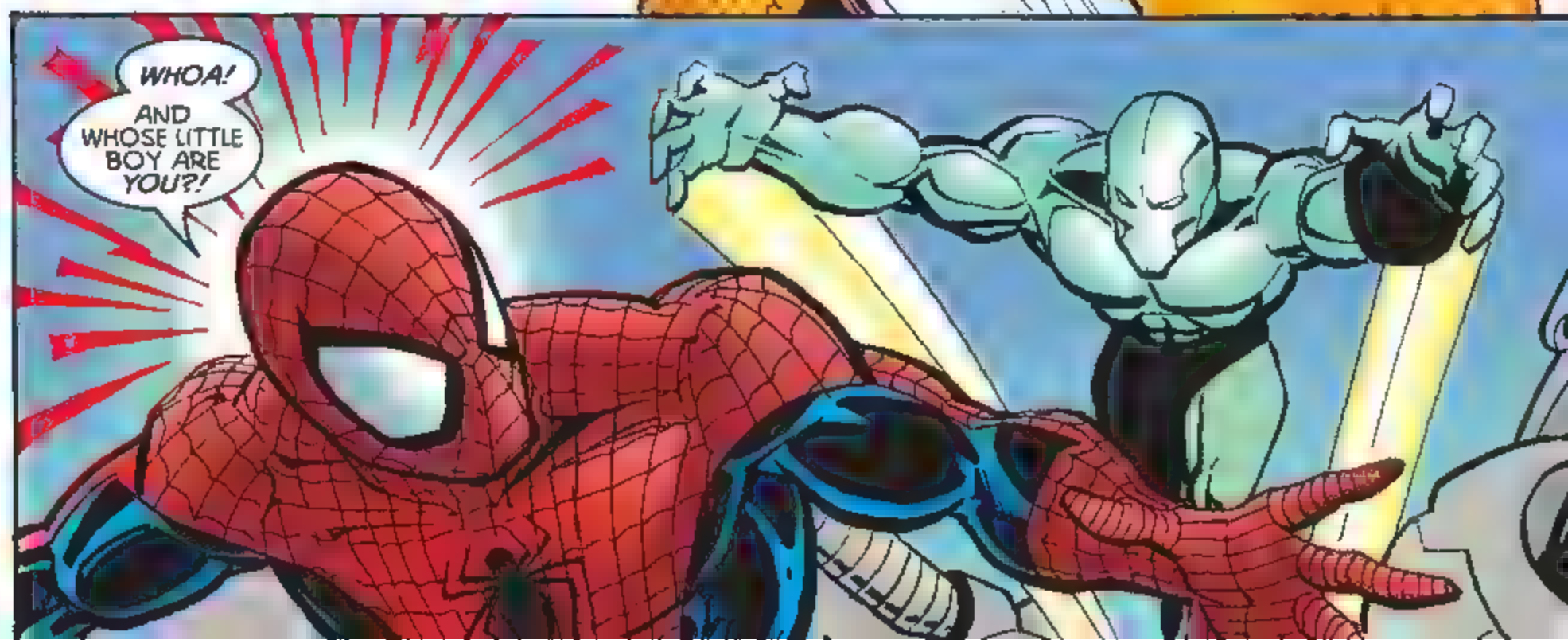
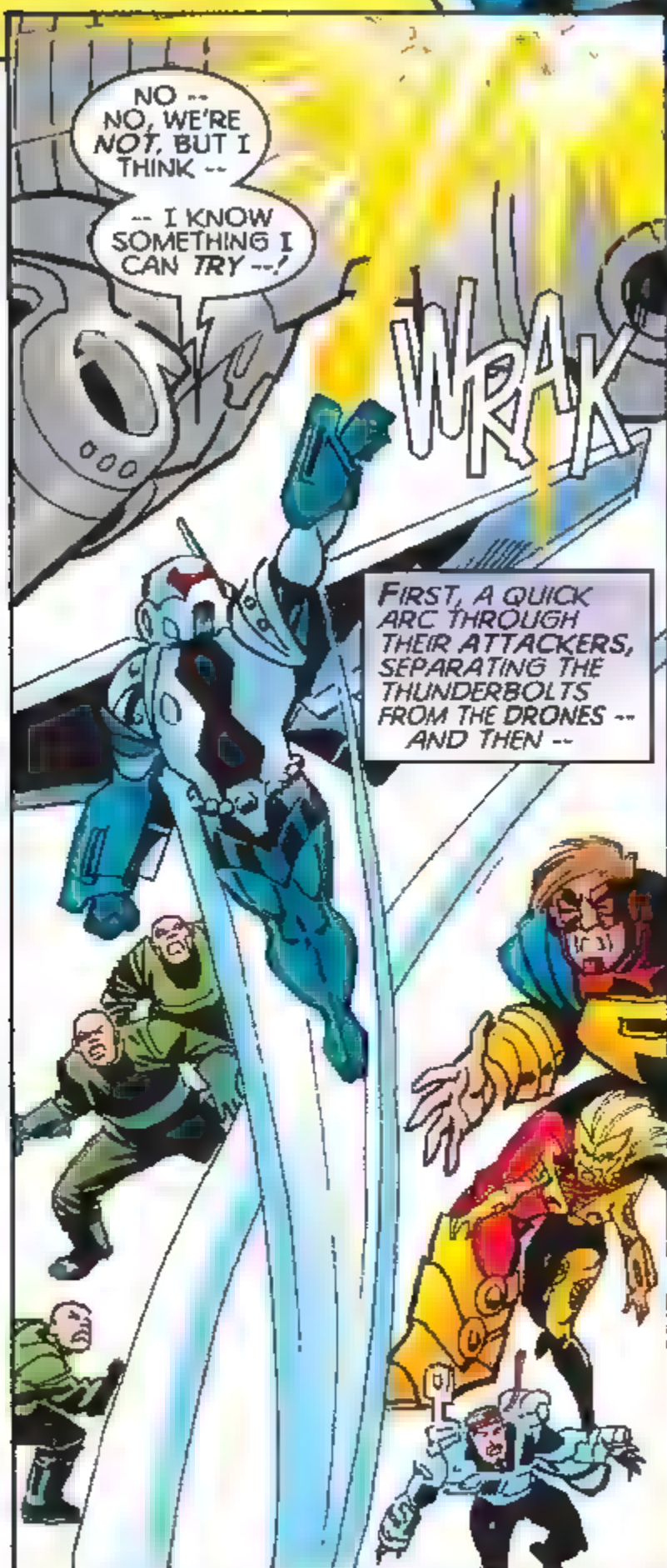
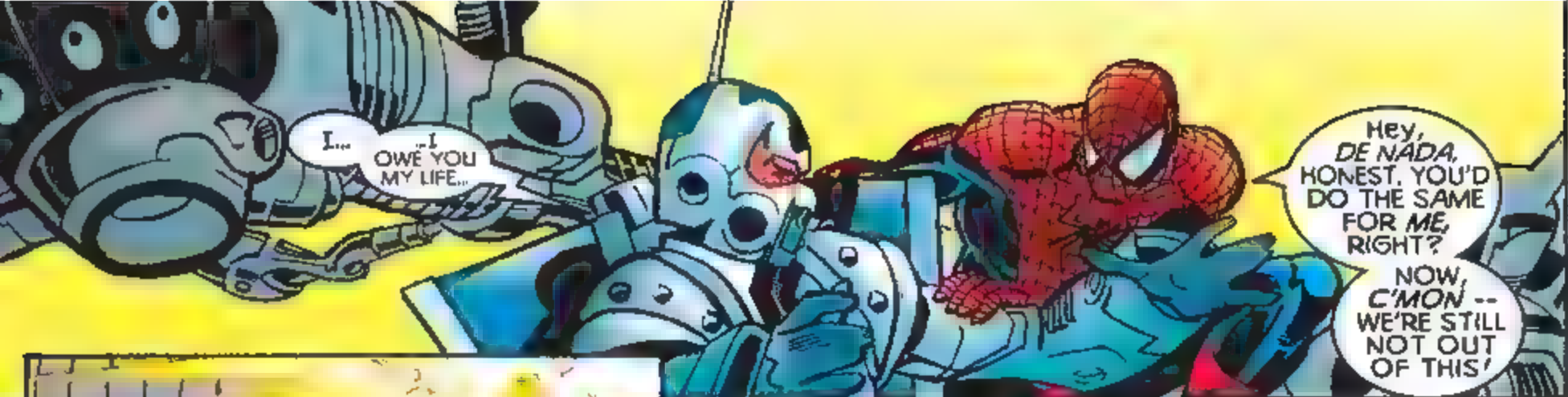


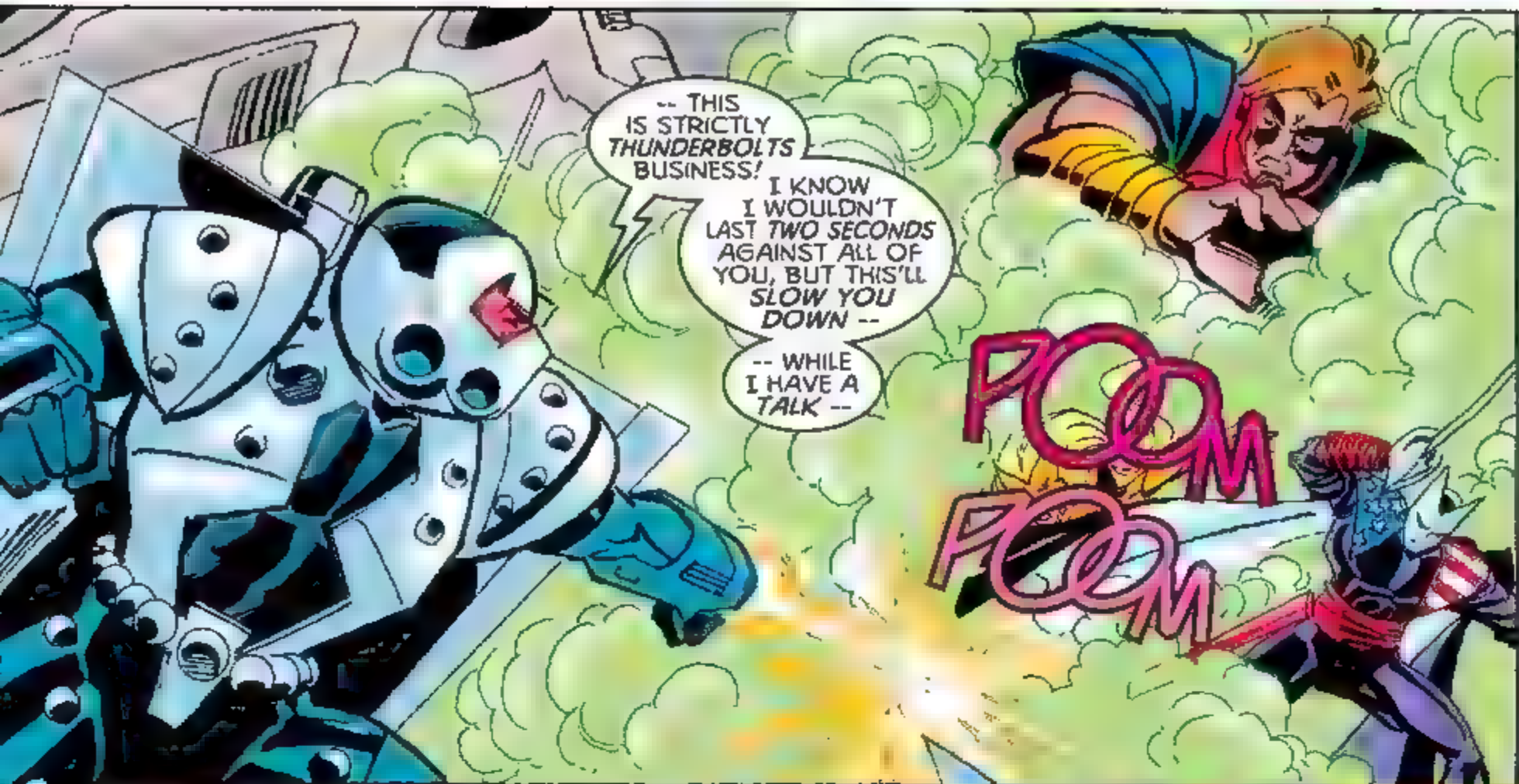
MACH-1! IF YOU CAN, GET SOME FEEDBACK GOING IN YOUR HELMET-- STATIC, WHITE NOISE, ANYTHING --

-- JUST SO LONG AS IT INTERFERES WITH THE FREQUENCY OF THAT BEAM!







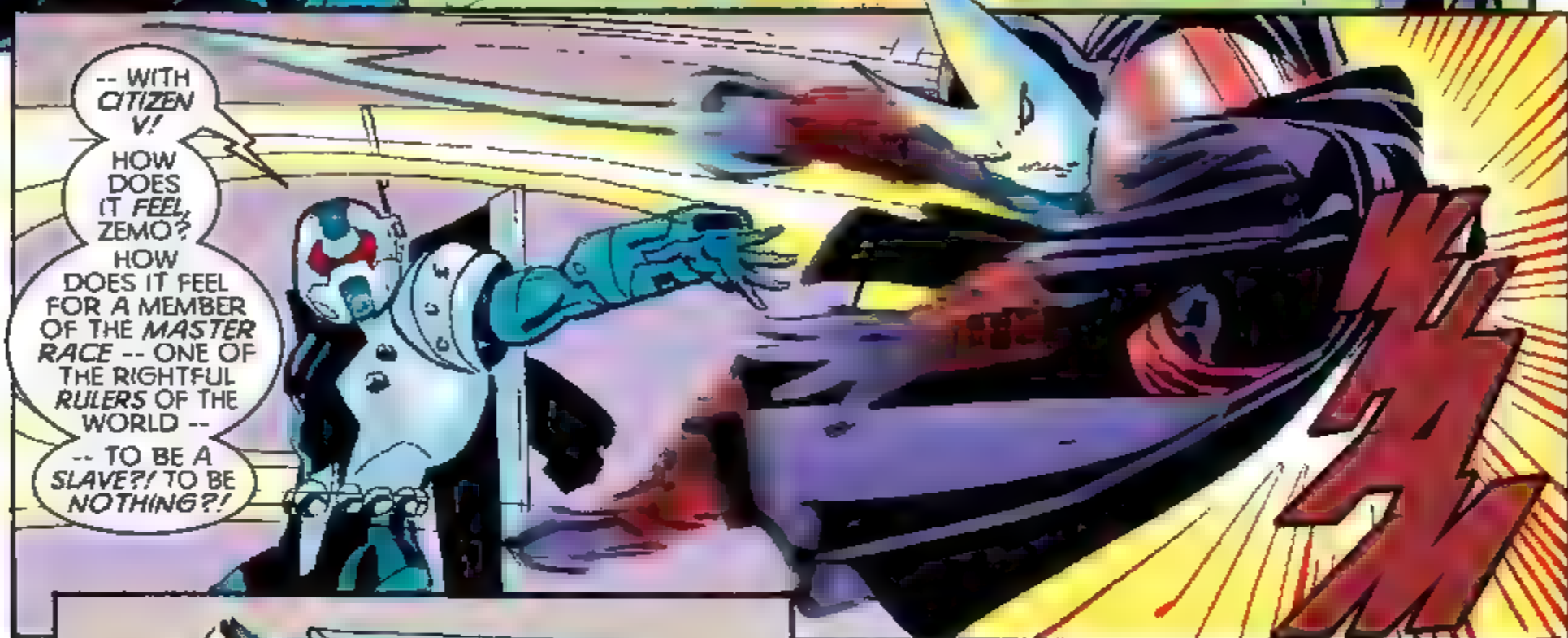


-- THIS IS STRICTLY THUNDERBOLTS BUSINESS!

I KNOW I WOULDN'T LAST TWO SECONDS AGAINST ALL OF YOU, BUT THIS'LL SLOW YOU DOWN --

-- WHILE I HAVE A TALK --

POOM
POOM



-- WITH CITIZEN V!

HOW DOES IT FEEL, ZEMO?

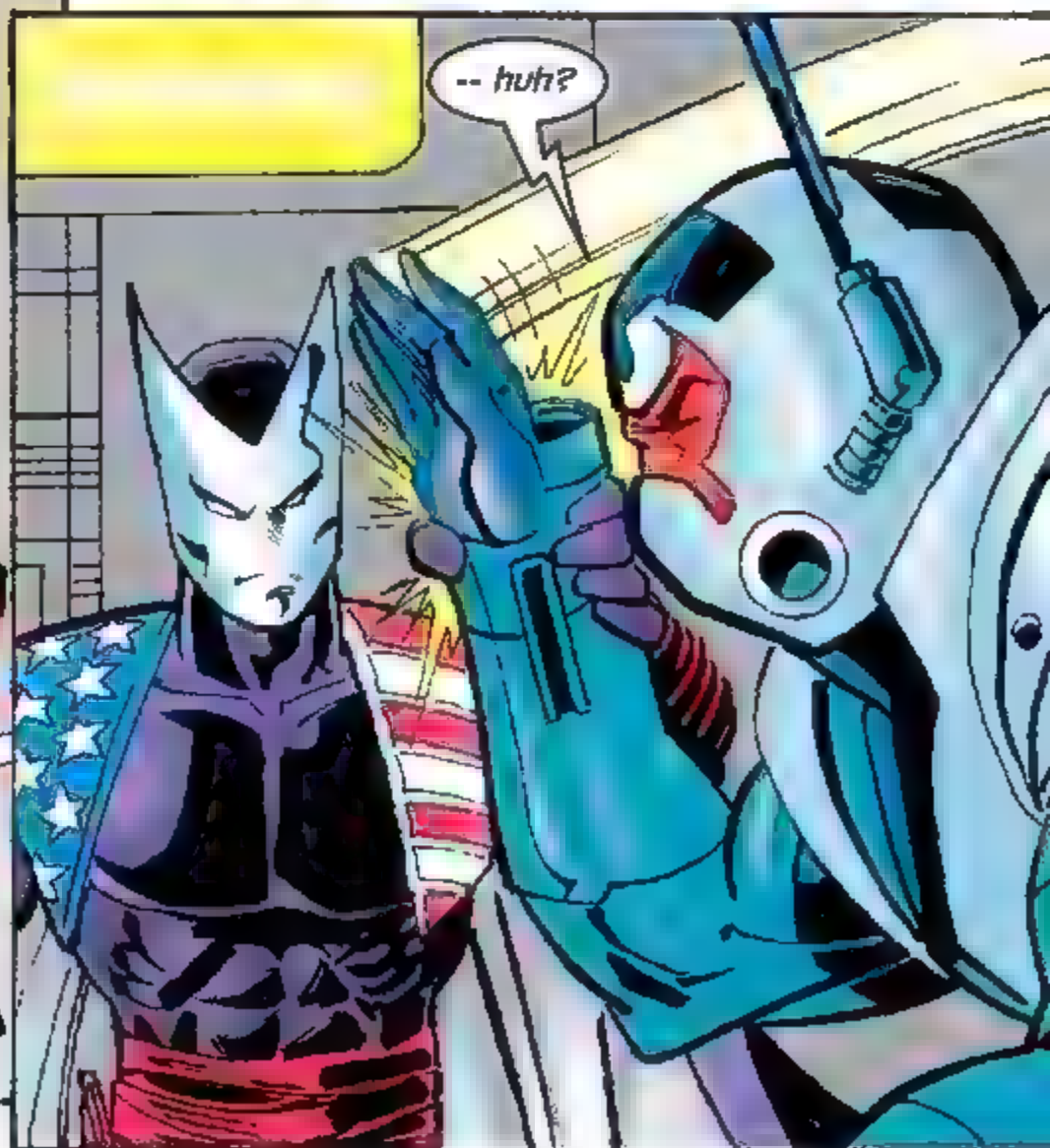
HOW DOES IT FEEL FOR A MEMBER OF THE MASTER RACE -- ONE OF THE RIGHTFUL RULERS OF THE WORLD --

-- TO BE A SLAVE?! TO BE NOTHING?!

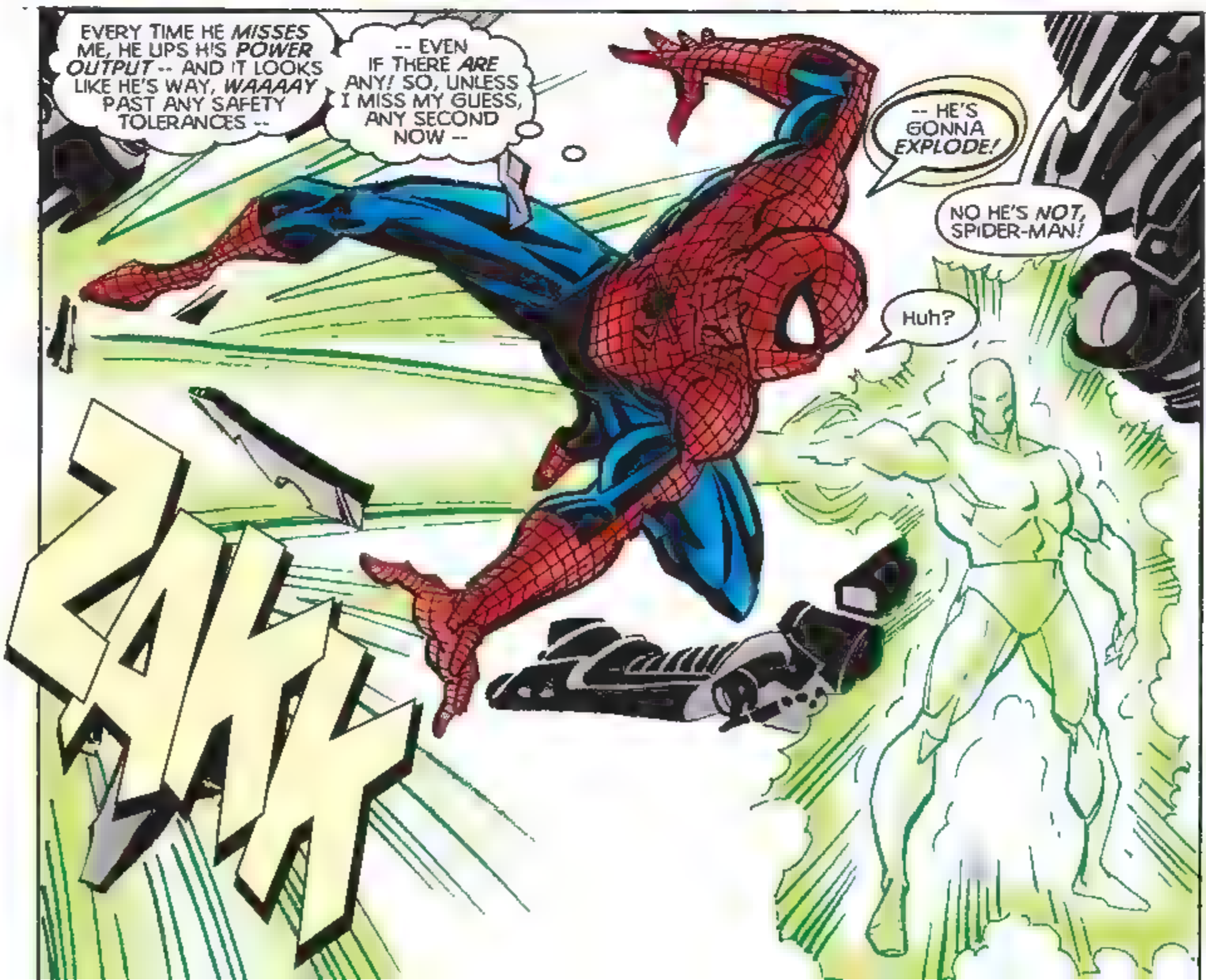
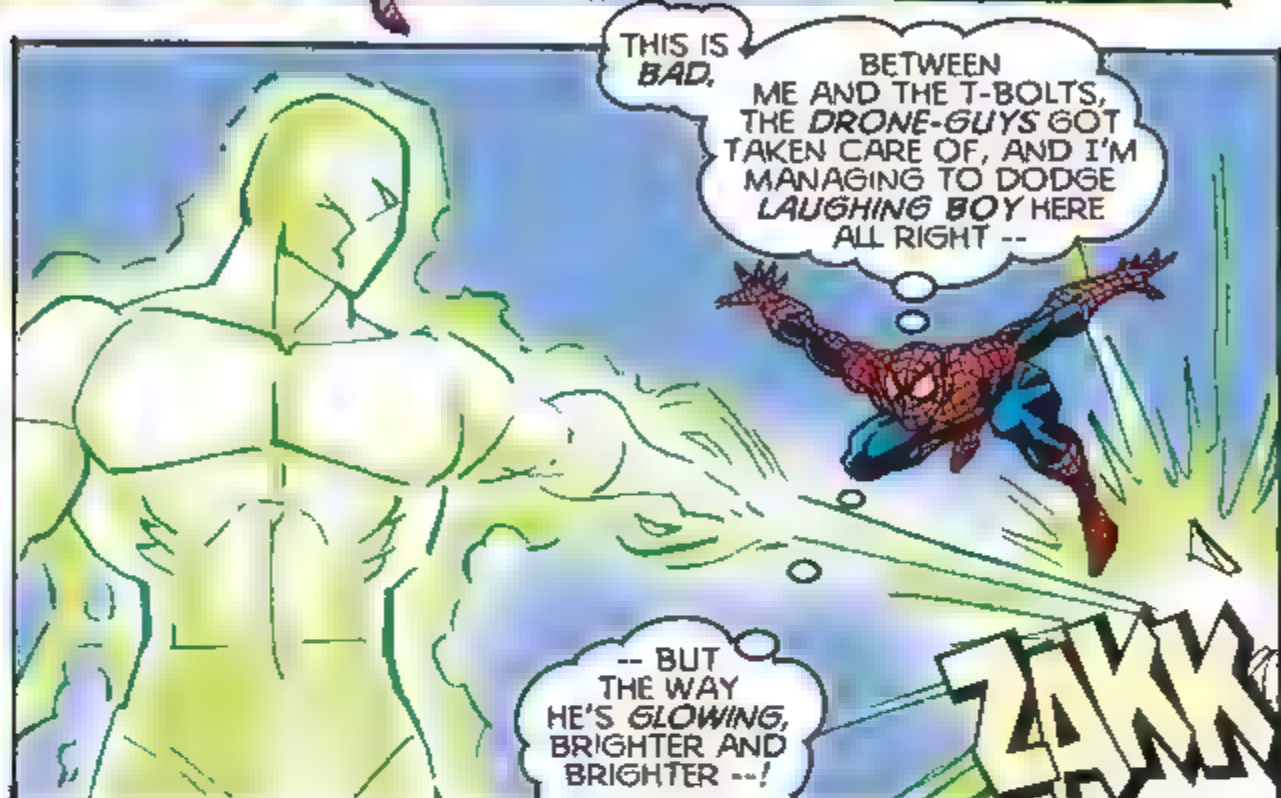
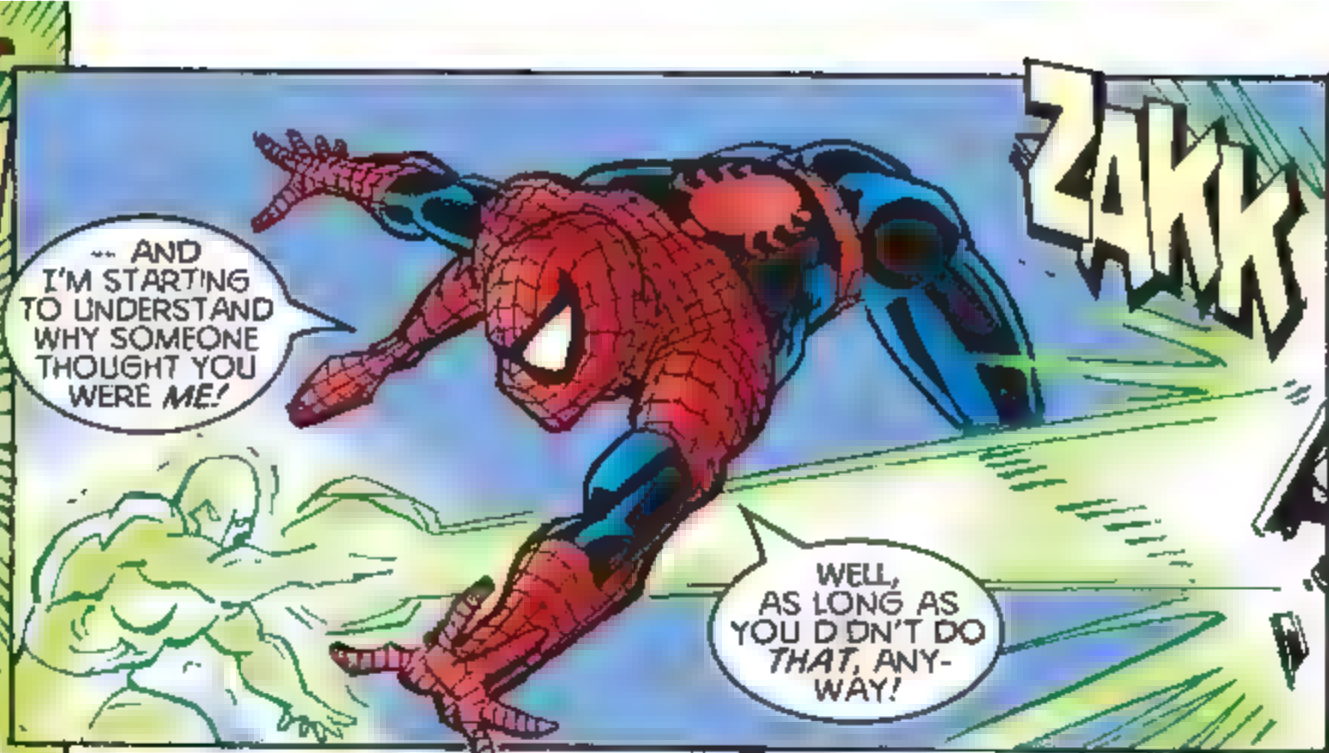
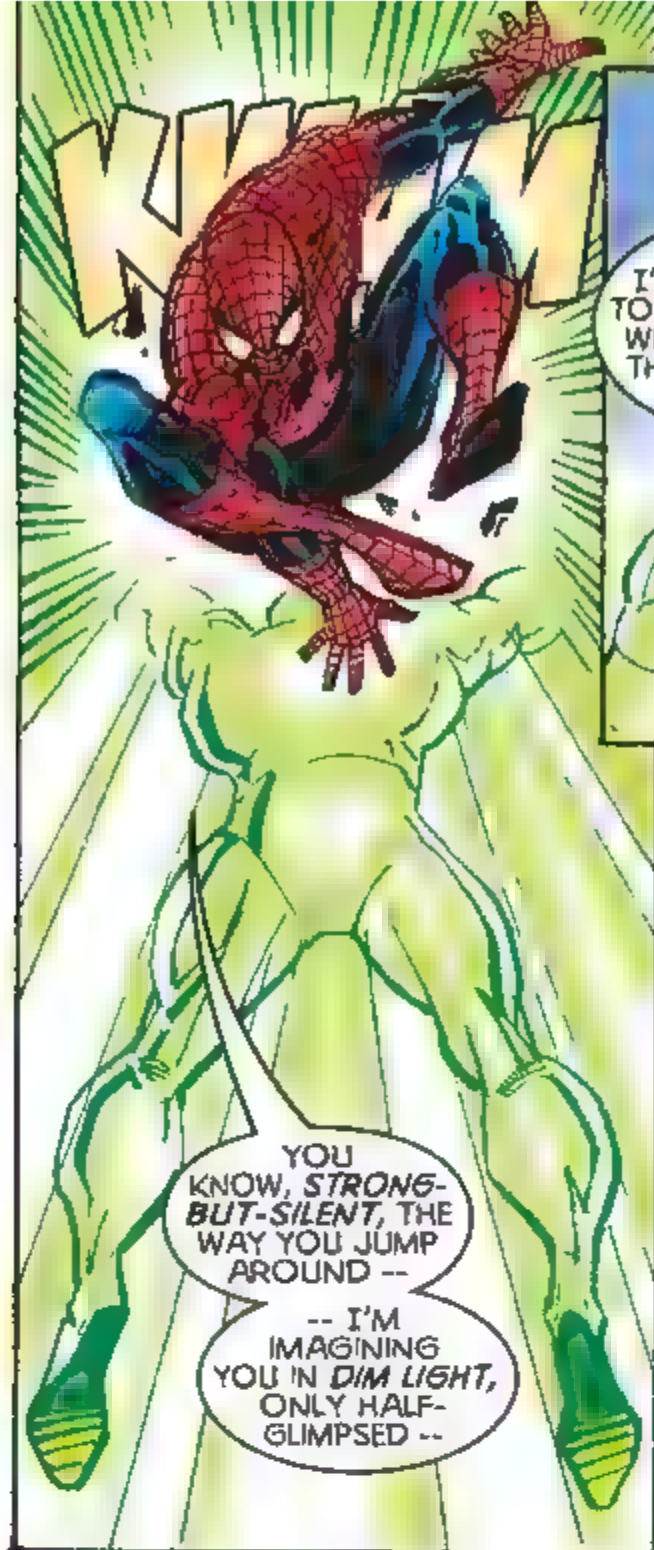


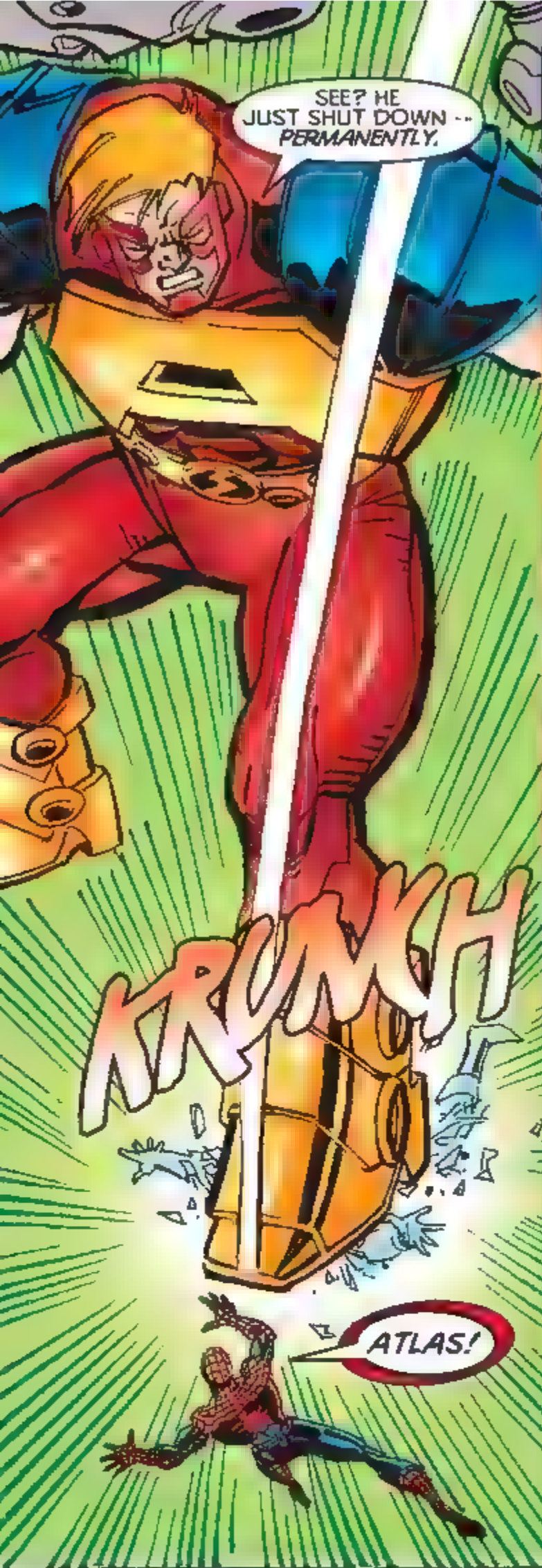
HOW DOES IT FEEL TO WATCH OTHERS TRIUMPH --

-- WHILE YOU TOIL IN THEIR SERVICE? HOW DOES IT --



-- huh?





SEE? HE JUST SHUT DOWN -- PERMANENTLY.

KRUNKH

ATLAS!

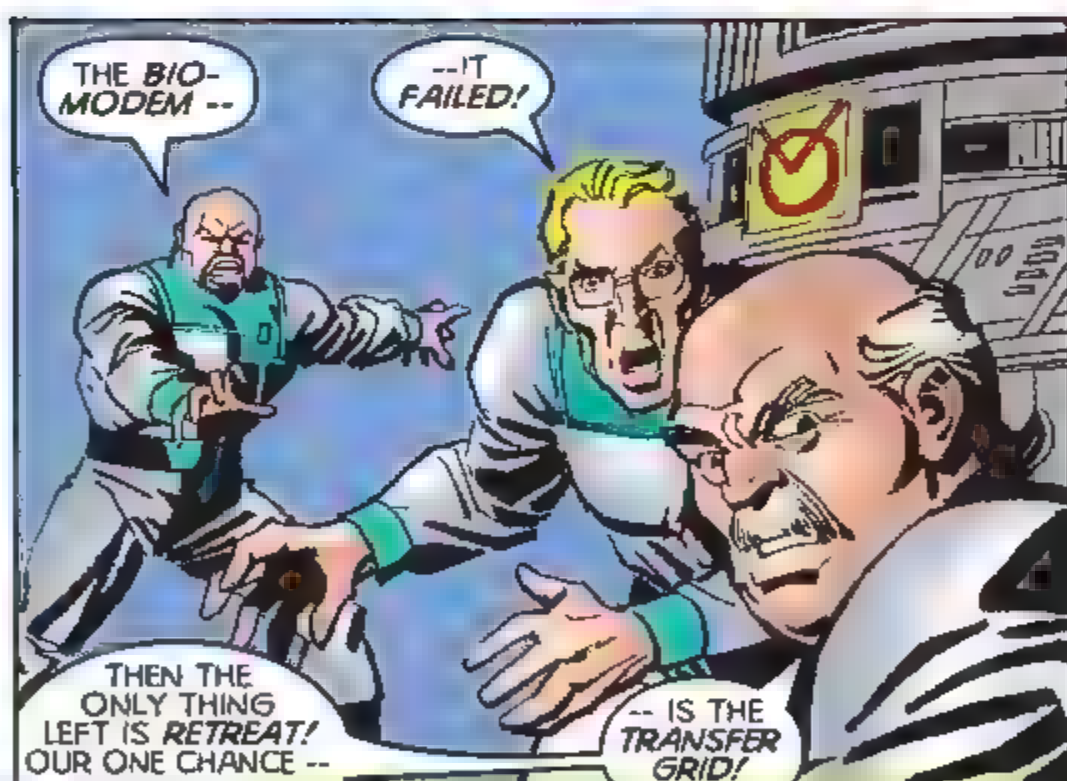


AND THE REST OF THE THUNDERBOLTS, SPIDER-MAN, MACH-1 APPEALED TO MY... PRIDE... AND THAT OVERCAME THE ENCLAVE'S CONTROL SIGNAL --

AND THAT DISRUPTION TO THE SIGNAL --

-- WELL, I FREED THE OTHERS!

NOT BAD!

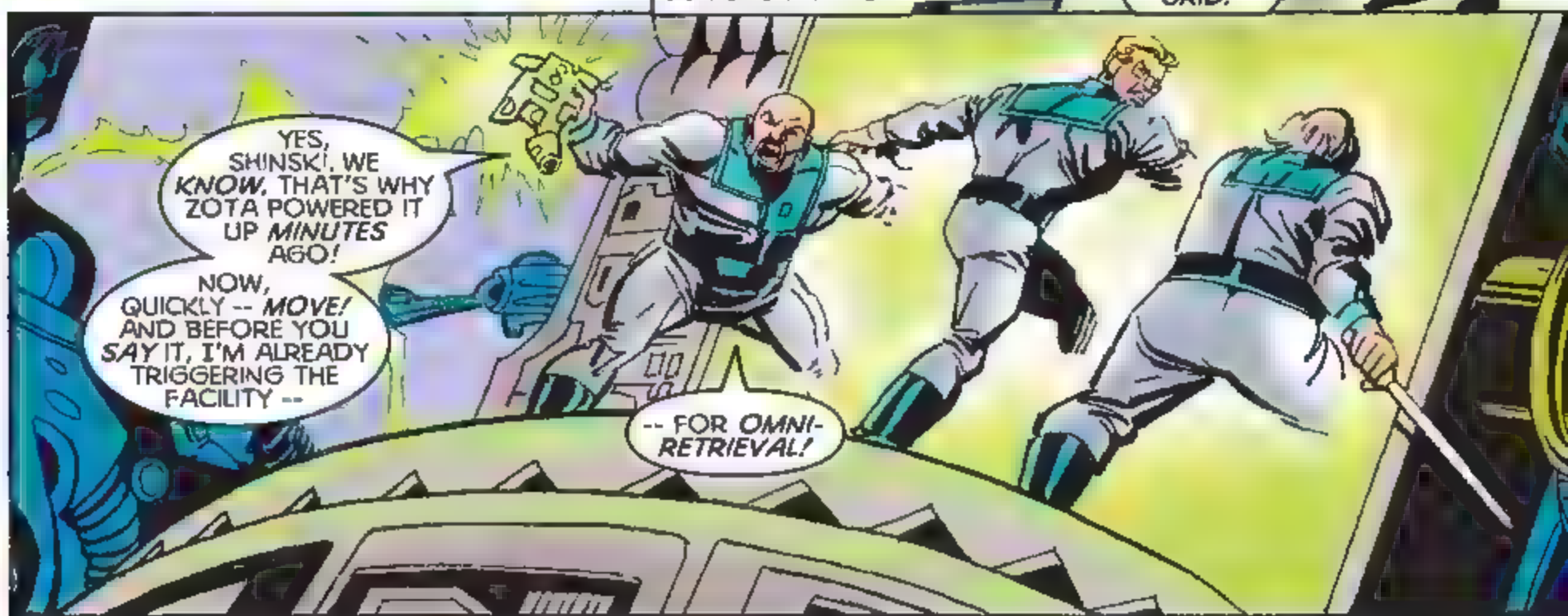


THE BIO-MODEM --

--IT FAILED!

THEN THE ONLY THING LEFT IS RETREAT! OUR ONE CHANCE --

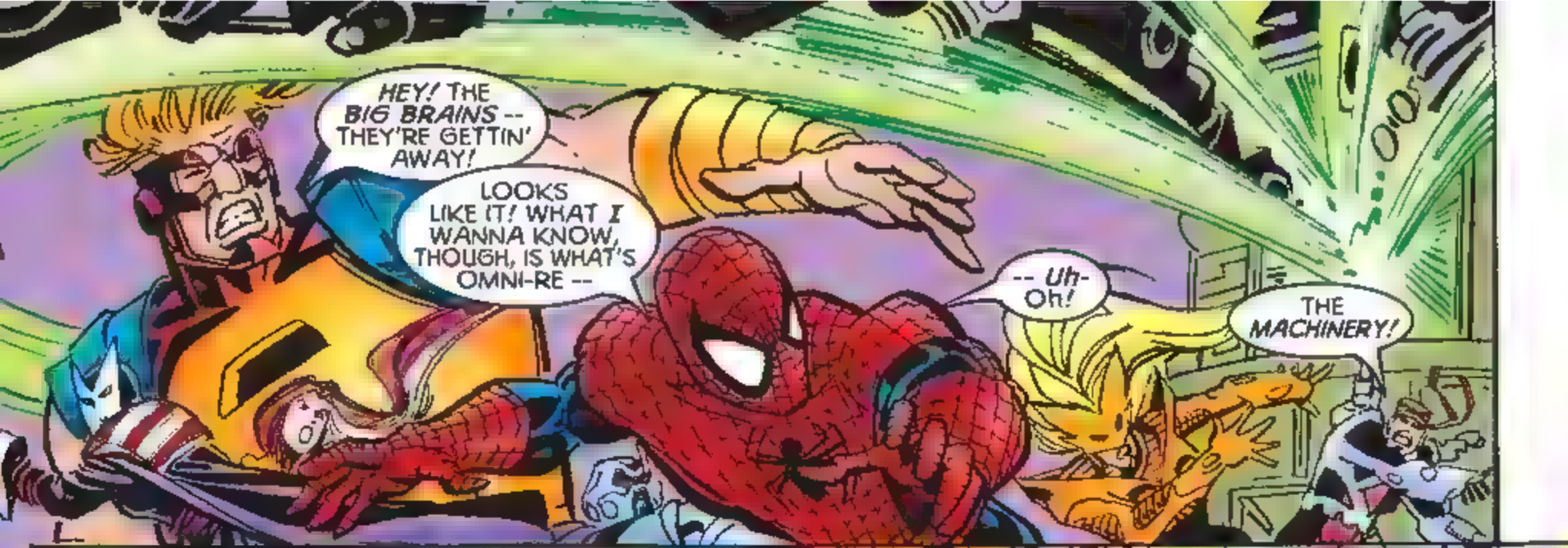
-- IS THE TRANSFER GRID!



YES, SHINSKI, WE KNOW, THAT'S WHY ZOTA POWERED IT UP MINUTES AGO!

NOW, QUICKLY -- MOVE! AND BEFORE YOU SAY IT, I'M ALREADY TRIGGERING THE FACILITY --

-- FOR OMNI-RETRIEVAL!

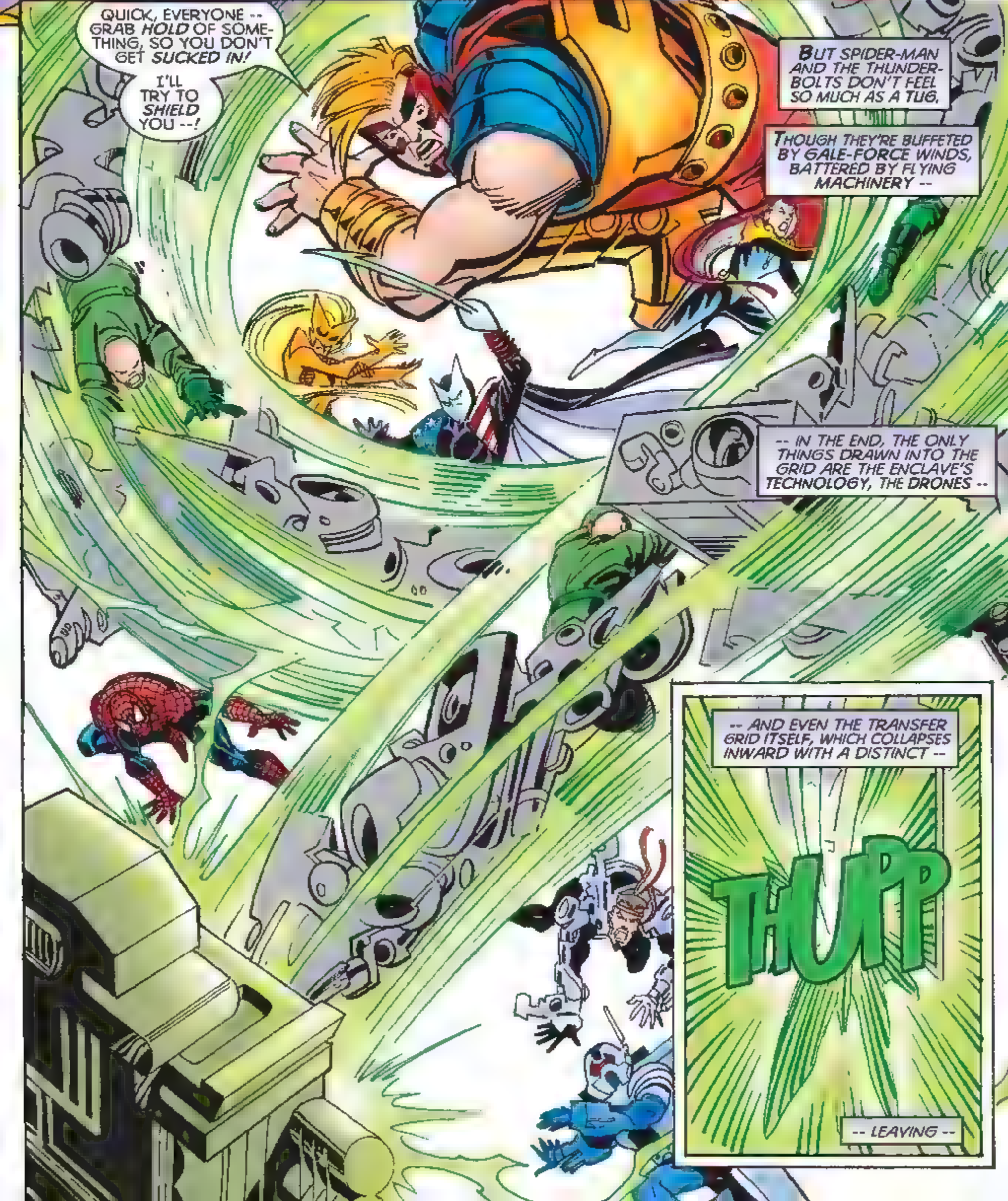


HEY! THE
BIG BRAINS --
THEY'RE GETTIN'
AWAY!

LOOKS
LIKE IT! WHAT I
WANNA KNOW,
THOUGH, IS WHAT'S
OMNI-RE --

-- Uh-
Oh!

THE
MACHINERY!



QUICK, EVERYONE --
GRAB HOLD OF SOME-
THING, SO YOU DON'T
GET SUCKED IN!

I'LL
TRY TO
SHIELD
YOU --!

BUT SPIDER-MAN
AND THE THUNDER-
BOLTS DON'T FEEL
SO MUCH AS A TUG.

THOUGH THEY'RE BUFFETED
BY GALE-FORCE WINDS,
BATTERED BY FLYING
MACHINERY --

-- IN THE END, THE ONLY
THINGS DRAWN INTO THE
GRID ARE THE ENCLAVE'S
TECHNOLOGY, THE DRONES --

-- AND EVEN THE TRANSFER
GRID ITSELF, WHICH COLLAPSES
INWARD WITH A DISTINCT --

THURP

-- LEAVING --



NOTHING!
THEY CLEANED
THE WHOLE
PLACE OUT -- IN
SECONDS!

SHEESH! THEY
COULD MAKE A
FORTUNE IN THE LONG-
DISTANCE MOVING
BUSINESS, THAT'S
FOR SURE!

Oh,
WELL, WE PUT
THE KIBOSH ON
THIS PARTICULAR
SCHEME, ANY-
WAY.

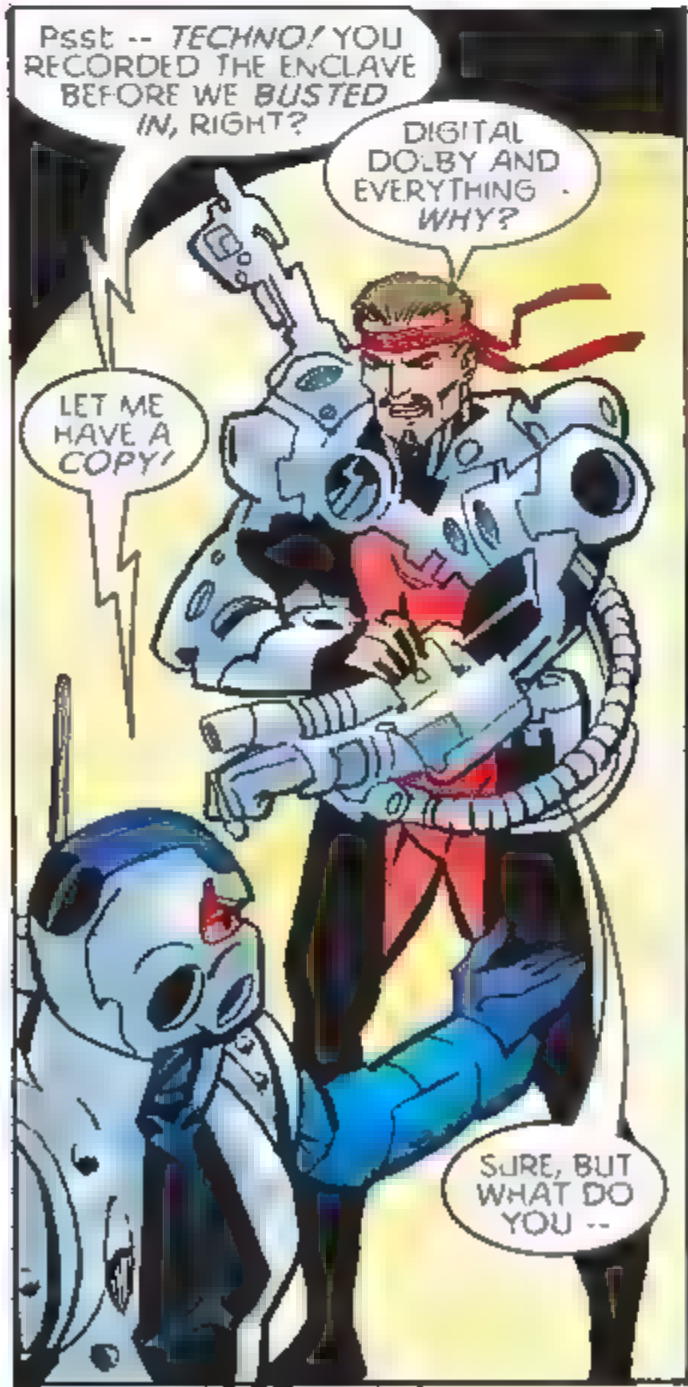
BUT
THEY'RE STILL OUT
THERE, SOMEWHERE
AND WORSE, AT
LEAST FOR ME --



-- THEY'VE BUGGED OUT
WITH EVERY SCRAP OF
EVIDENCE I COULD
USE TO CLEAR
MYSELF!

BUT, uh --
YOU GUYS'LL
BACK ME UP,
RIGHT?

CITIZEN V?
METEORITE?

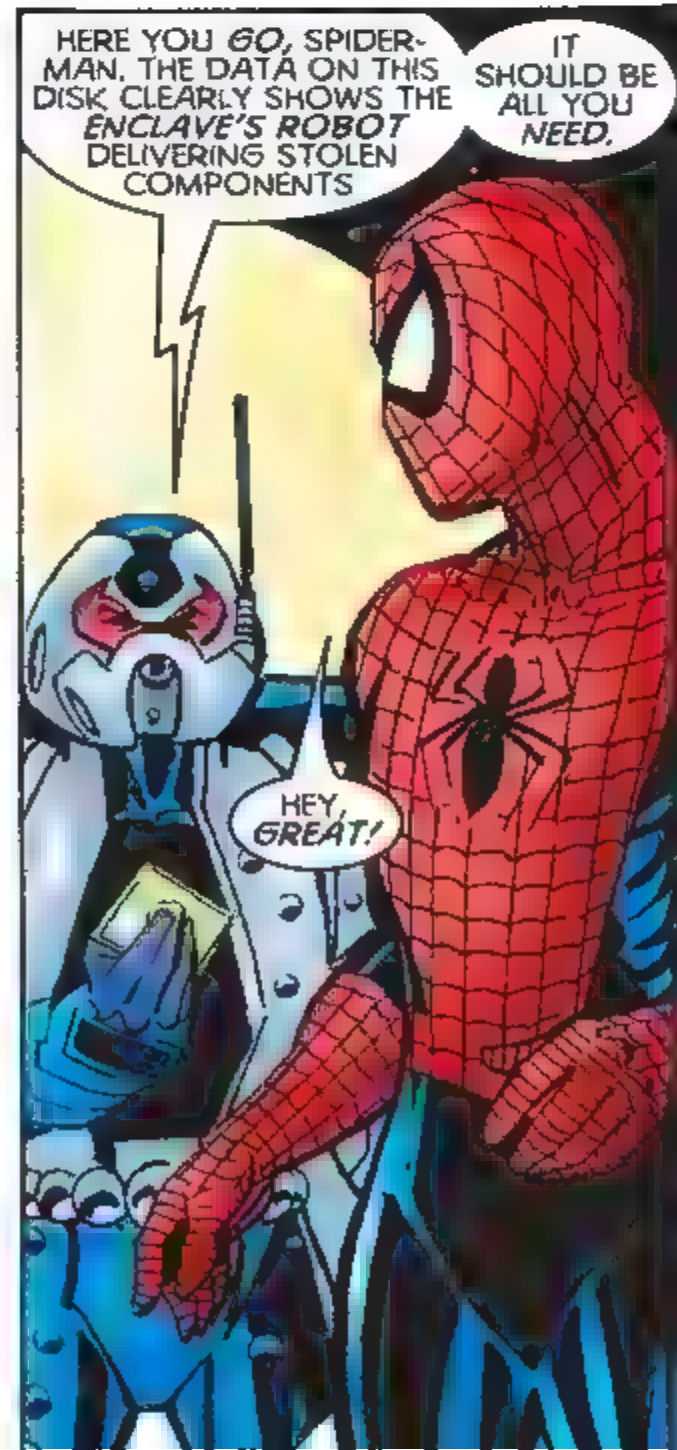


Psst -- TECHNO! YOU
RECORDED THE ENCLAVE
BEFORE WE BUSTED
IN, RIGHT?

DIGITAL
DOLBY AND
EVERYTHING --
WHY?

LET ME
HAVE A
COPY!

SURE, BUT
WHAT DO
YOU --



HERE YOU GO, SPIDER-
MAN. THE DATA ON THIS
DISK CLEARLY SHOWS THE
ENCLAVE'S ROBOT
DELIVERING STOLEN
COMPONENTS

IT
SHOULD BE
ALL YOU
NEED.

HEY,
GREAT!



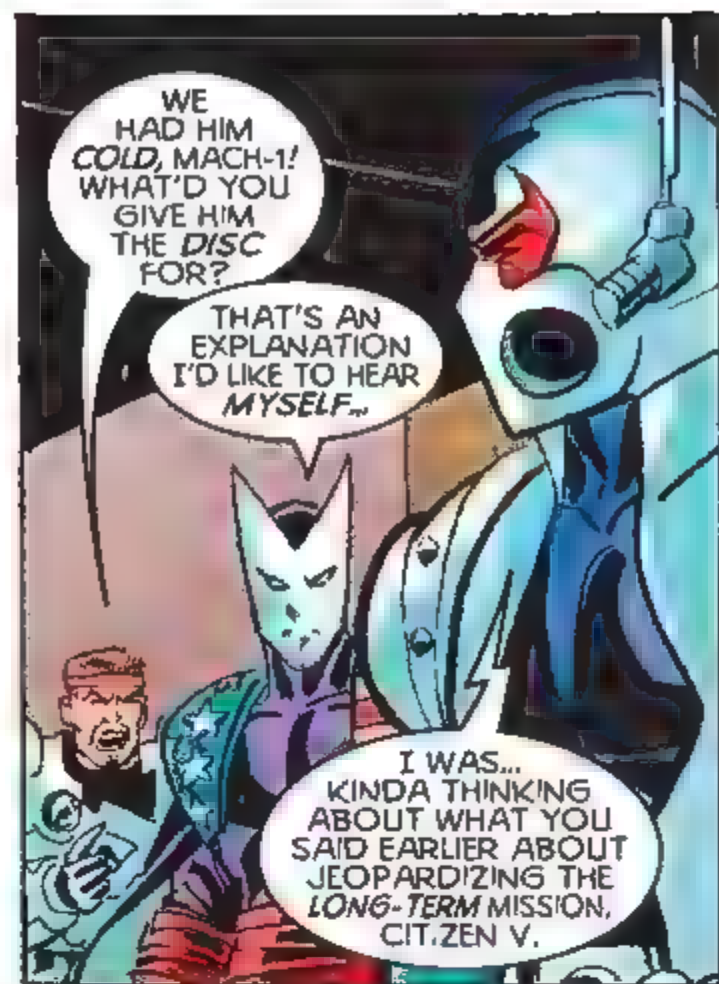
AND, SHORTLY...

SO LONG, GANG -- SEE YOU IN THE FUNNY PAPERS!

IT'S FUNNY. I COULD HAVE SWORN THERE WAS SOMETHING FISHY ABOUT THE THUNDERBOLTS -- BUT THEY CAME THROUGH WITH FLYING COLORS!

I MUST'VE BEEN *WRONG* ABOUT THEM -- NOT THAT I'M GONNA COMPLAIN! IF THERE WAS EVER A TIME THE WORLD NEEDED *HEROES* -- THIS IS IT!

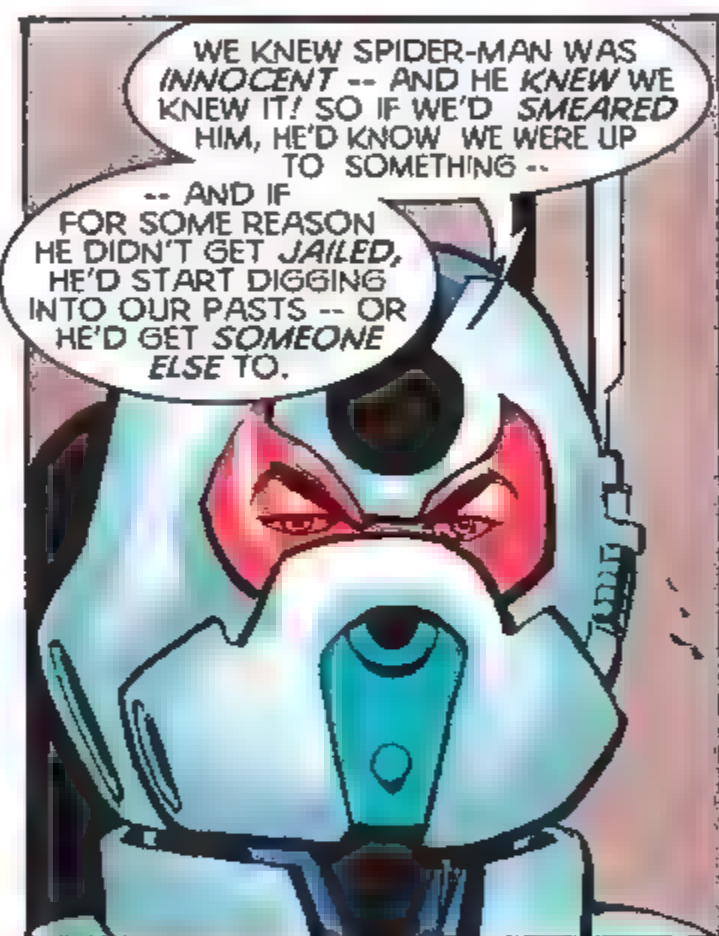
BUT ONCE SPIDER-MAN'S GONE...



WE HAD HIM COLD, MACH-1! WHAT'D YOU GIVE HIM THE DISC FOR?

THAT'S AN EXPLANATION I'D LIKE TO HEAR MYSELF...

I WAS... KINDA THINKING ABOUT WHAT YOU SAID EARLIER ABOUT JEOPARDIZING THE LONG-TERM MISSION, CITIZEN V.



WE KNEW SPIDER-MAN WAS *INNOCENT* -- AND HE *KNEW* WE KNEW IT! SO IF WE'D *SMEARED* HIM, HE'D KNOW WE WERE UP TO SOMETHING --

-- AND IF FOR SOME REASON HE DIDN'T GET *JAILED*, HE'D START DIGGING INTO OUR PASTS -- OR HE'D GET *SOMEONE ELSE* TO.



SO, WELL, I THOUGHT IT WAS *WORTH IT*, TO LET HIM GO.

VERY *SENSIBLE*, MACH-1. VERY *SENSIBLE* INDEED. IT SEEMS WE'RE DONE HERE, THUNDERBOLTS --

-- LET'S GO HOME.

THAT NIGHT, AS A COOL BREEZE BLOWS THROUGH THE DARKENED CITY...



HEY, ABE! C'MON IN -- WE'RE ALL OVER THE NEWS AGAIN!

HM? I'LL BE IN IN A FEW MINUTES, MELISSA.

OKAY -- JUST DON'T BE TOO LONG, CUTIE!

SONGBIRD LEAVES, AND...

METEORITE! I'M POPULAR TONIGHT, I GUESS.

YOU SEEMED TROUBLED EARLIER, AND I WONDERED IF THERE WAS ANYTHING I COULD DO.

WELL, YOU'RE THE SHRINK, RIGHT? WHAT DO YOU THINK IT IS?

AT A GUESS, I'D SAY IT HAS TO DO WITH SPIDER-MAN.

RIGHT IN ONE, ALL THAT STUFF I TOLD CITIZEN V ABOUT WHY I GAVE HIM THE DISC -- IT WAS ALL GARBAGE.

I'D PLANNED TO LEAVE HIM HANGING -- I WAS LOOKING FORWARD TO IT, EVEN. BUT I COULDN'T.

I GAVE HIM THE DISC BECAUSE HE *DESERVED* IT. BECAUSE IT WAS THE RIGHT THING TO DO. AFTER WE'D FOUGHT BACK TO BACK LIKE THAT...

...WELL, MAYBE THE BEETLE COULD'VE STABBED HIM IN THE BACK -- BUT MACH-1 COULDN'T.

I'VE GOT TO TELL YOU, METEORITE, THIS *HERO* THING -- I'M STARTING TO THINK --

-- WELL, I'M STARTING TO THINK IT'S CONTAGIOUS...

END

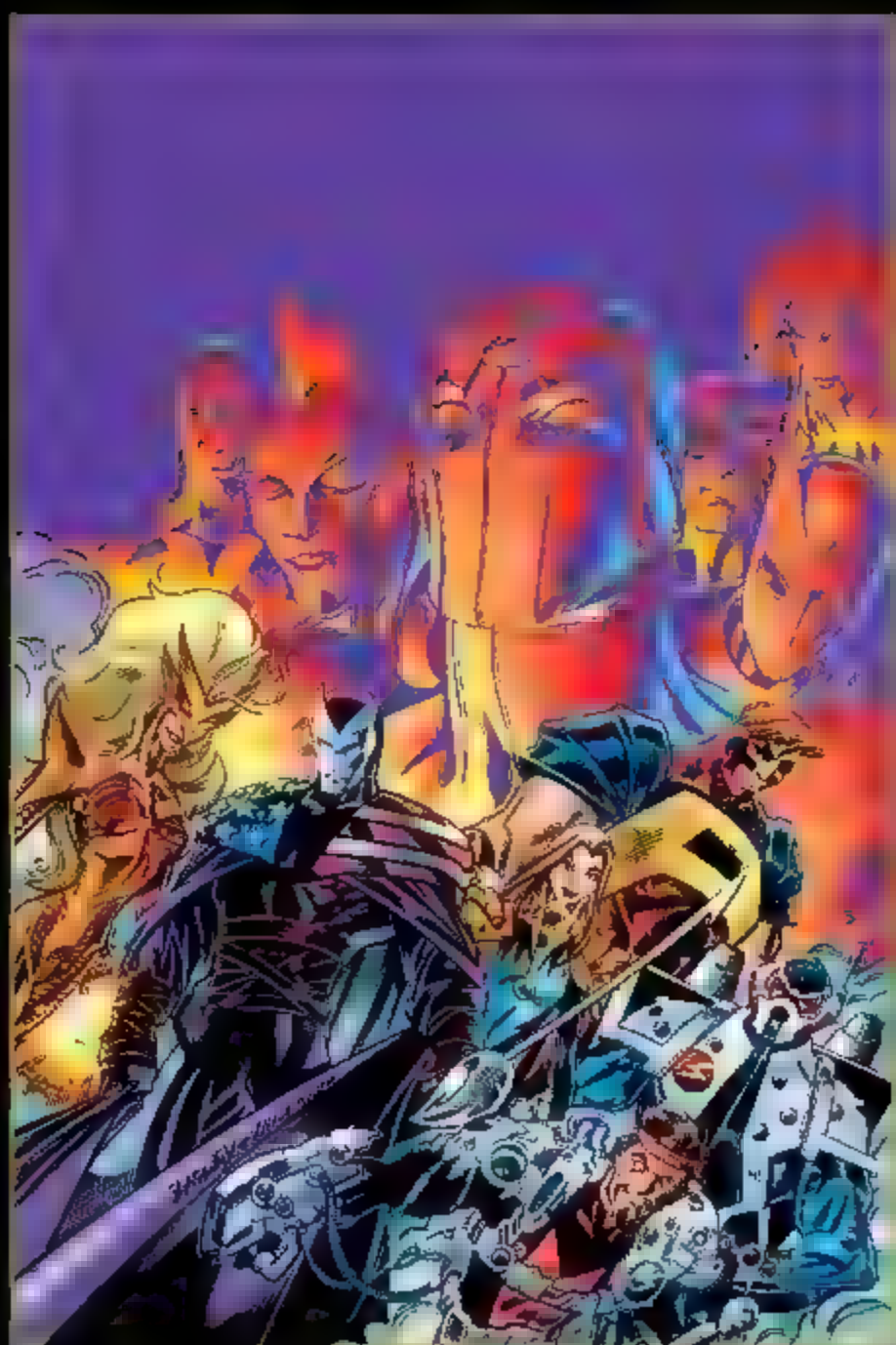
THE THUNDERBOLTS' STORY CONTINUES IN THEIR OWN MONTHLY BOOK!

AND IN JULY,

SPIDEY MEETS

GENERATION X

IN THE ALL-NEW, ALL-MONTHLY MARVEL TEAM-UP! DON'T MISS IT!



MARVEL
COMICS



THUNDERBOLTS

JUNE '97 3

THE NEW MASTERS OF EVIL VS. THUNDERBOLTS

APPROVED
BY THE
COMICS
CODE
AUTHORITY

TM



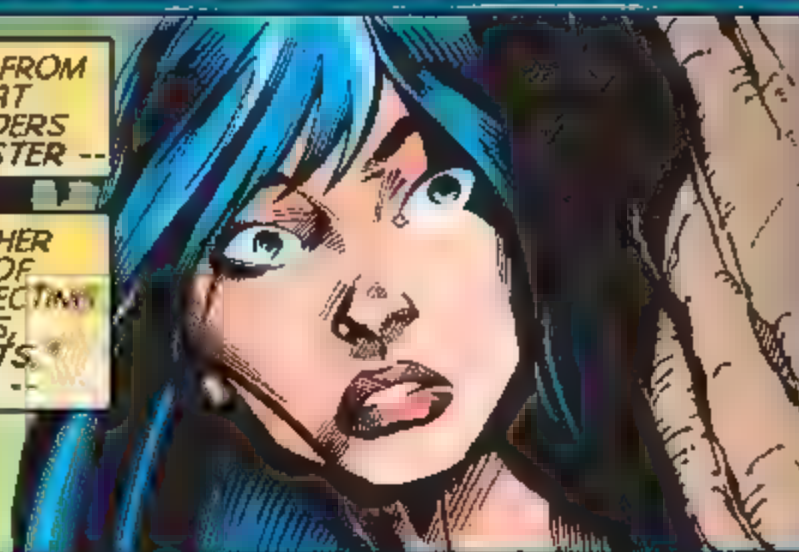
NIGHT.
SOMEWHERE.

SHE DOES NOT KNOW
WHERE SHE IS. SHE DOES
NOT KNOW HOW LONG
SHE HAS BEEN HELD
PRISONER HERE.

SHE'S NOT ENTIRELY
SURE HOW SHE
ESCAPED -- EVEN
NOW, IT SEEMS LIKE
A HALLUCINATORY
DREAM.

SHE HAS ESCAPED -- FROM
THE CREATURES THAT
FOLLOWED THE ORDERS
OF AN UNSEEN MASTER --

-- THAT TREATED HER
LIKE SOME SORT OF
LAB ANIMAL, SUBJECTING
HER TO HEARTLESS,
HORRIFYING "TESTS."
SHE HAS ESCAPED --



-- AND SHE
WON'T BE
RECAPTURED.

SHE HEADS
SOUTH, BLINDLY,
DESPERATELY --
HOPING SOMEHOW,
SOMEWHERE --

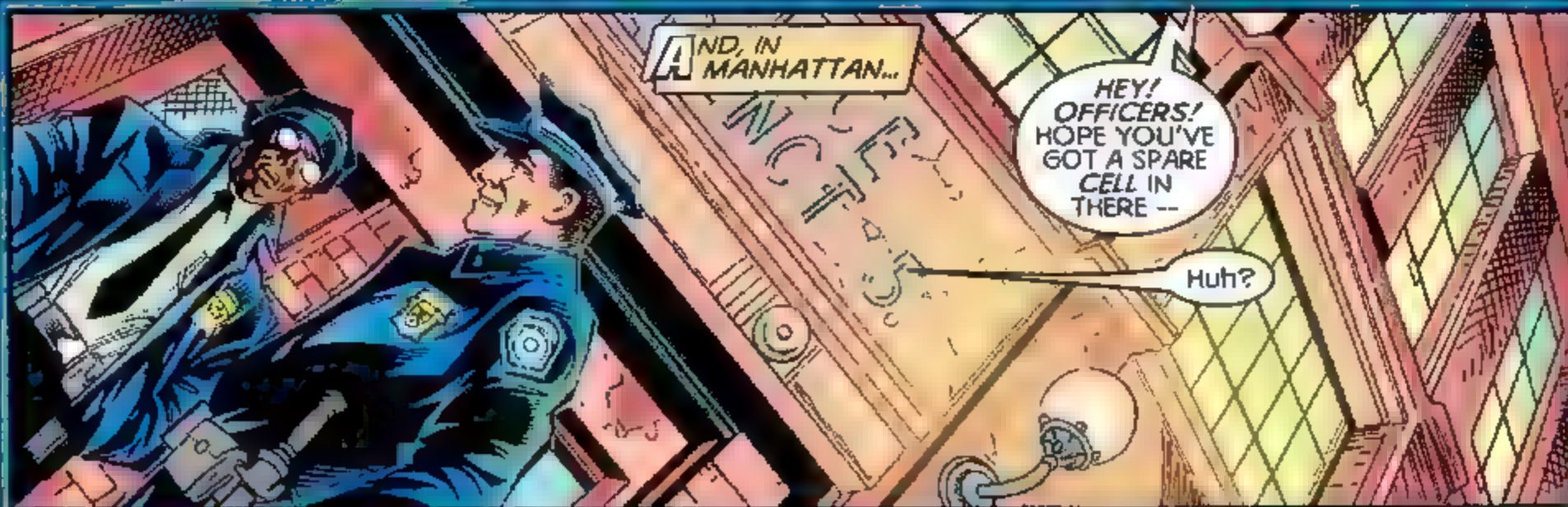
-- TO FIND
HELP.

BUT HALLIE
TAKAHAMA
KNOWS ONE
THING.

AND, IN
MANHATTAN...

HEY!
OFFICERS!
HOPE YOU'VE
GOT A SPARE
CELL IN
THERE --

Huh?





-- 'CAUSE
I'VE GOT A
GUEST FOR
YOU!

MACH-1!

I CAUGHT
THIS SKELL SNEAKING
OUT OF A PENTHOUSE
APARTMENT AT PARK
AND 60TH-- AFTER
BURGLARIZING
THE PLACE!

HIS
BURGLAR
TOOLS ARE
STILL SCATTERED
ON THE ROOFTOP --
AND I'M SURE YOU
CAN FIND ENOUGH
EVIDENCE AT THE
SCENE TO
NAIL HIM.

BUT I
FIGURED
I SHOULD
DELIVER HIM
STRAIGHT
HERE.

THANKS, MACH-1 --
WE APPRECIATE
THE HAND.

ONLY ONE PROBLEM --
HE HAD A PARTNER,
WHO GOT AWAY
WHILE I WAS
COLLARING
HIM.

HUH? I WORK
ALONE! I'VE
ALWAYS
WORKED
ALONE!

I
DON'T
BELIEVE
IT --

LOOKS
LIKE THAT
WAS THE GUY
CARRYING THE
GOODS.

-- THAT --THAT
SOOPERHERO
JUST STOLE
MY LOOT!

Oh, REALLY
NOW -- YOU'RE
TRYING TO BLAME
A HERO LIKE MACH-1
FOR YOUR
CRIMES?

GET
HIM INSIDE,
PAT, WHY DON'T
YOU? I'LL HAVE
SOMEONE
CHECK THE
SCENE.

AND
YOU HAVE
A GOOD NIGHT,
MACH-1 --
YOU HEAR
ME?

THANKS --
YOU TOO!



TOO MANY MASTERS!

KURT BUSIEK
writer

NARE DABLEY
penciller

VINCE RUSSELL
inker

CONCRAFT'S
DAVE CAMPBELL
letters

JOE ROSA
colors

TOM BREYVOORT
editor

BOB HARRAS
editor-in-chief

THE NEXT DAY,
AT FOUR
FREEDOMS
PLAZA,

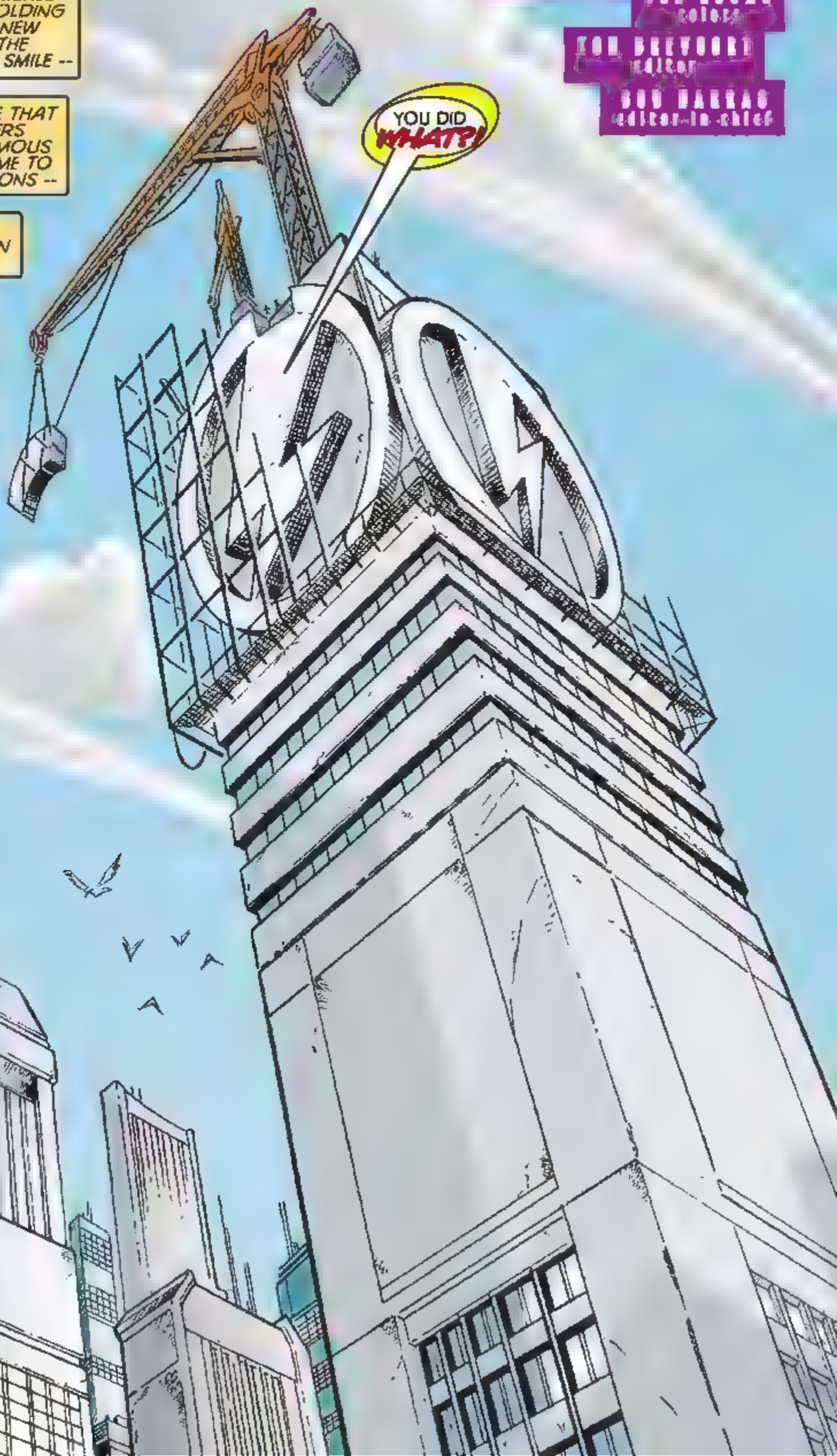
THE REPAIRS WILL BE FINISHED
SOON, AND THE SCAFFOLDING
GONE. BUT EVEN NOW, NEW
YORKERS LOOK UP AT THE
LANDMARK BUILDING AND SMILE --

-- SECURE IN THE KNOWLEDGE THAT
WAS ONCE THE HEADQUARTERS
OF THE INTERNATIONALLY-FAMOUS
FANTASTIC FOUR IS NOW HOME TO
THE WORLD'S NEWEST CHAMPIONS --

-- THE ACCLAIMED TEAM
OF SUPER HEROES KNOWN
AS THE THUNDERBOLTS,

BUT WHAT THE THE CITY
DOES NOT KNOW IS THAT
THE THUNDERBOLTS ARE
NOT WHAT THEY APPEAR
TO BE -- THEY ARE SECRETLY
AN ELITE CADRE OF SUPER-
VILLAINS --

-- VILLAINS WHO'VE
TERRORIZED THE
WORLD FOR YEARS,
AS THE MASTERS
OF EVIL...



HEY, WHAT'S THE HARM? THEY'LL NEVER PIN IT ON ME --

-- AND THE GUY HAD SEVEN GRAND IN CASH, PLUS JEWELRY! WHAT, I SHOULD'VE GIVEN IT TO COPS?!

YES! YOU ARE NOT AN INDEPENDENT OPERATOR HERE! YOU'RE ENGAGED IN THE GREATEST DECEPTION IN HISTORY --

-- CONVINCING THE WORLD THAT WE ARE HEROES -- THAT THEY SHOULD TRUST US WITH THEIR MOST SECURE SECRETS, LOWER THEIR DEFENSES --

BUT --

SILENCE!

LOOK AROUND YOU! LOOK AT THIS BUILDING! THEY GAVE IT TO US --

-- AND STOCKED IT WITH THE FINEST COMPUTERS, VEHICLES AND OTHER TECHNOLOGICAL WONDERS KNOWN TO MAN!

DO YOU HAVE ANY IDEA HOW MUCH THIS COST? BUT STILL, THEY GAVE IT TO US -- GAVE IT TO US --

-- AND YOU'D JEOPARDIZE THAT FOR A PATHETIC SEVEN THOUSAND DOLLARS?

I, um, I SCREWED UP, I GUESS...

THAT YOU HAVE! AND IF YOU EVER EXPOSE US TO DISCOVERY LIKE THAT AGAIN, I'LL --

ENOUGH, ZEMO. HE'S REALIZED HIS MISTAKE. NO NEED TO DWELL ON IT -- LET'S LOOK FORWARD, NOT BACK.

ELSEWHERE IN THE BUILDING...

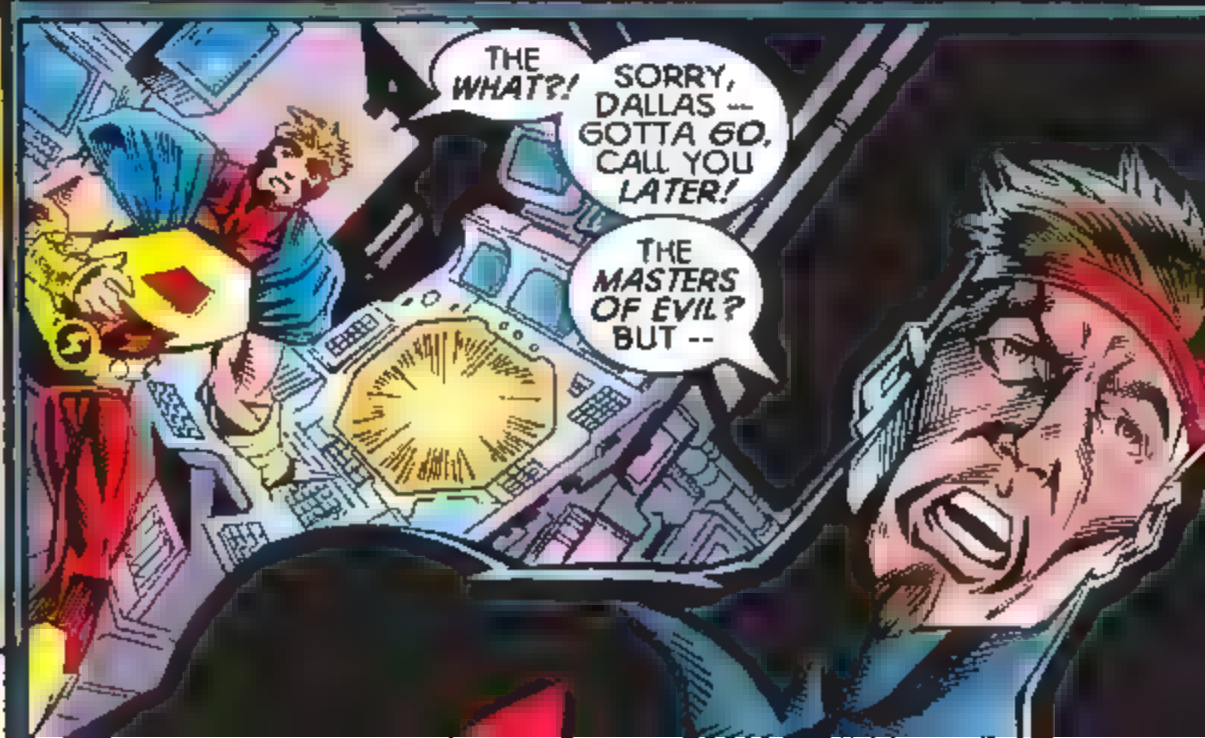
HIYA, DALLAS! WE GOT OUR COMM-GEAR HOOKED UP --

-- SO I FIGURED I'D MAKE YOU MY FIRST CALL! SINCE YOU'RE OUR LIAISON OFFICER, I FIGURE YOU MIGHT WANT TO DROP BY AND CHECK IT OUT.

SOUNDS GOOD, ATLAS. MEANTIME, IS YOUR ALERT SCANNER ON?

TECHNO'S JUST SWITCHING IT ON NOW...

BREEP
BREEP
BREEP



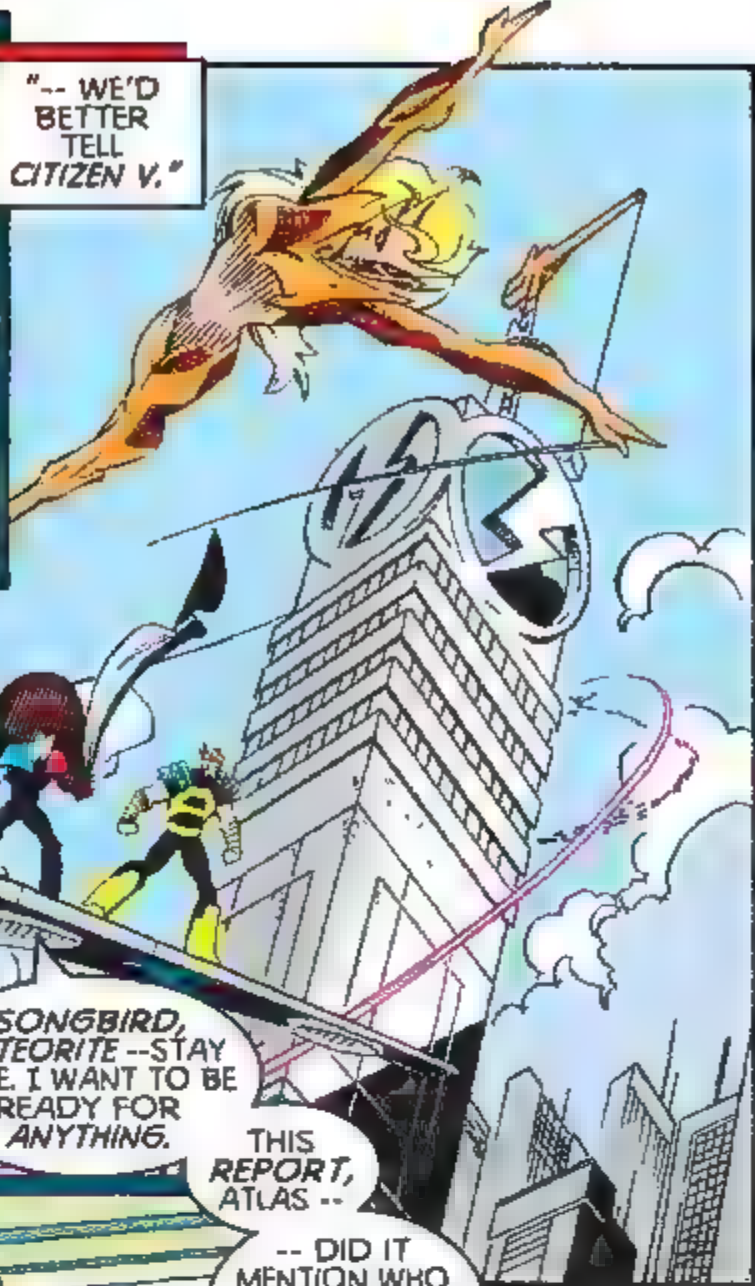


-- BUT WE'RE THE MASTERS OF EVIL! THEY CAN'T JUST --

I AGREE. THEY CAN'T.

COME ON --

"-- WE'D BETTER TELL CITIZEN V."

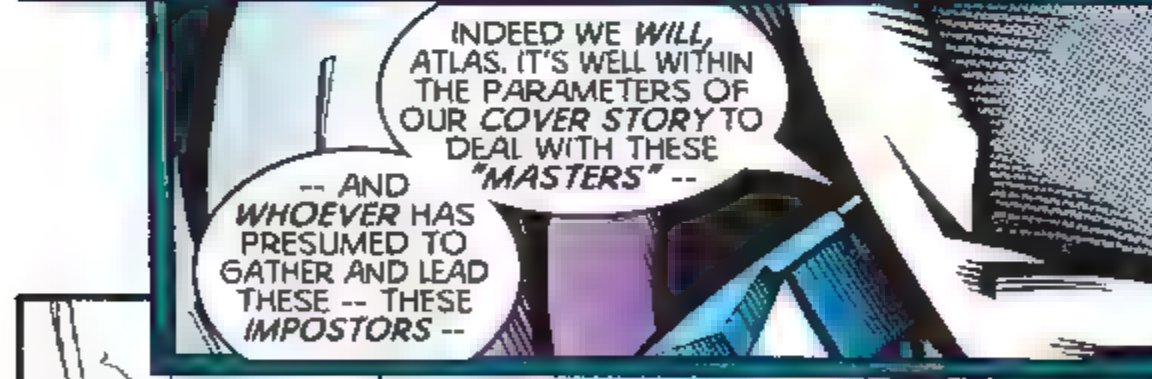
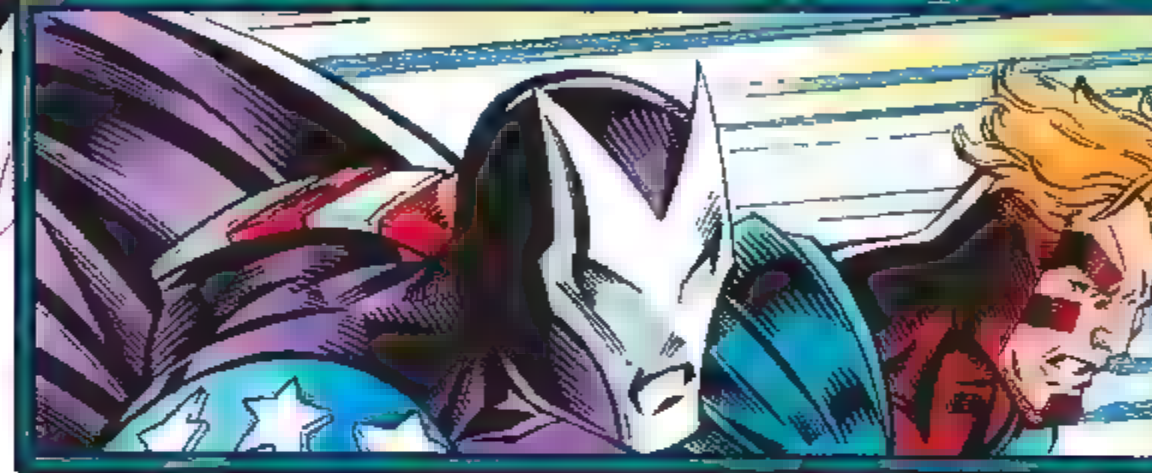
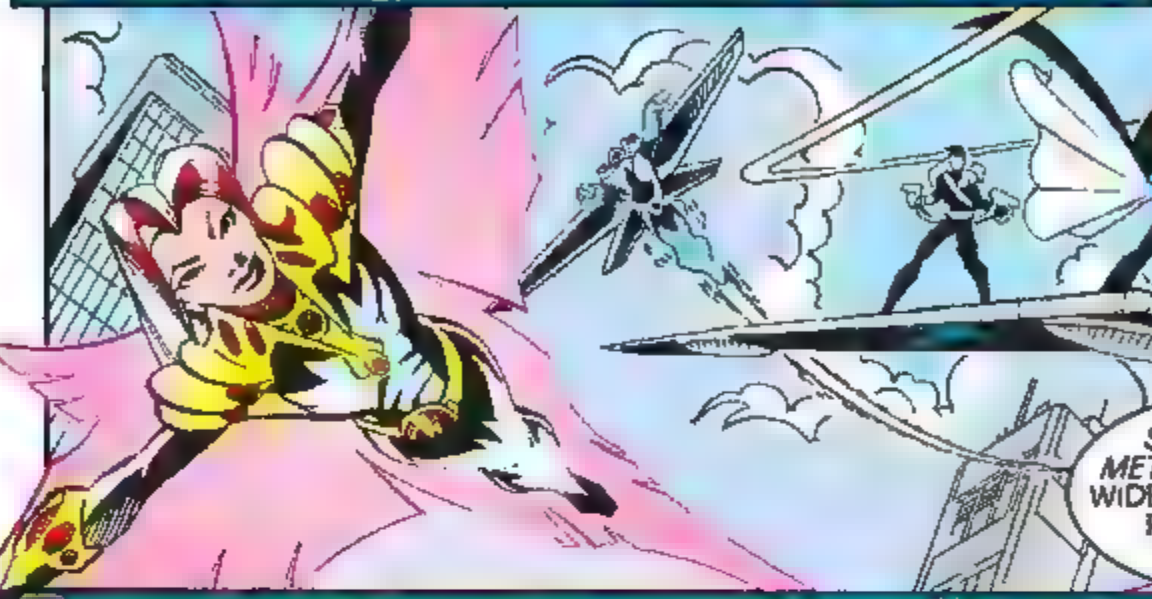


SONGBIRD, METEORITE -- STAY WIDE. I WANT TO BE READY FOR ANYTHING.

THIS REPORT, ATLAS --

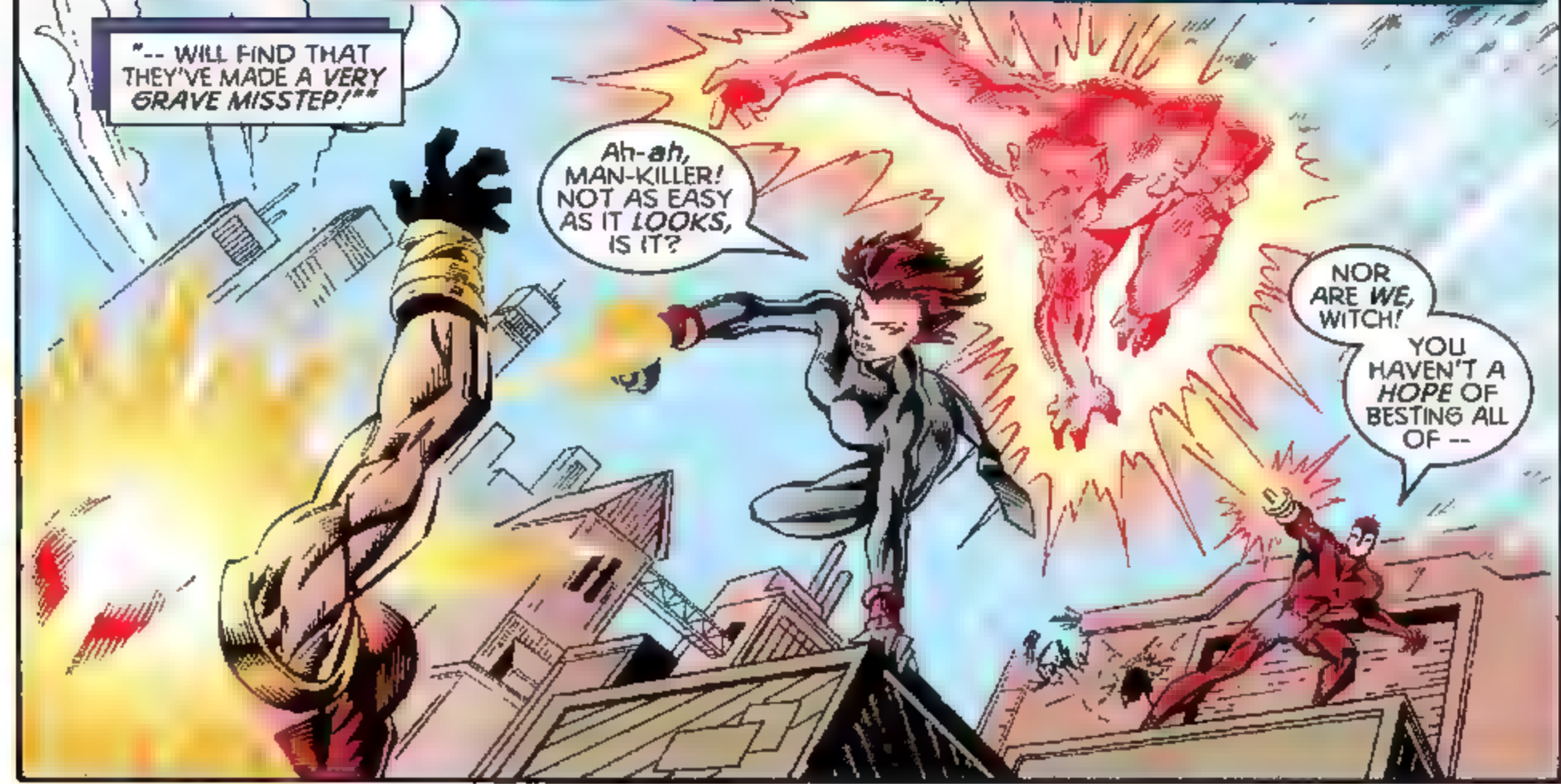
-- DID IT MENTION WHO WAS LEADING THE MASTERS OF EVIL?

Uh, WE DIDN'T ASK, BOSS. WE'RE GONNA STICK IT TO 'EM, HUH?



INDEED WE WILL, ATLAS. IT'S WELL WITHIN THE PARAMETERS OF OUR COVER STORY TO DEAL WITH THESE "MASTERS" --

-- AND WHOEVER HAS PRESUMED TO GATHER AND LEAD THESE -- THESE IMPOSTORS --



"-- WILL FIND THAT THEY'VE MADE A VERY GRAVE MISSTEP!"

Ah-ah, MAN-KILLER! NOT AS EASY AS IT LOOKS, IS IT?

NOR ARE WE, WITCH! YOU HAVEN'T A HOPE OF BESTING ALL OF --



-- AND
I DO NOT
EXPLAIN
MYSELF!

NOR
DO I REMAIN IN
USELESS BATTLE,
WHEN MY OBJECTIVES
ARE NO LONGER
ATTAINABLE.

AND, WITH
THAT --

AHH!

MY
EYES! I'M
BLIND --!

BUT...

THE EFFECT'S -- *FADING*,
BUT ANY BRIGHTER, AND
THAT FLASH COULD HAVE
CAUSED PERMANENT
BLINDNESS.

THAT
GAL'S ONE
NASTY
CUSTOMER.

AND
RESOURCEFUL,
AS WELL. SHE AND
HER BAND MADE
THEIR ESCAPE IN
THE FEW MOMENTS
THAT WE WERE
DAZZLED.

BUT WE
WILL AWAIT
ANOTHER TIME
TO DEAL WITH
HER, IN THE
MEANTIME --

-- WE HAVE A
COMPATRIOT TO
CONSIDER. ARE YOU
WELL, MS. ROMANOVA?
DID THEY HARM YOU
IN ANY WAY?

I DIDN'T
NEED YOUR
HELP -- I WAS
DOING FINE
ON MY OWN!

ALL YOU
ACCOMPLISHED
WAS LETTING
THEM
ESCAPE!

MY APOLOGIES. I
HADN'T REALIZED YOU
WERE FACING THEM
ALONE INTENTIONALLY.

THEM,
AND ANYONE
ELSE. I'M TRACKING
DOWN ALL THOSE
WHO'VE FOUGHT THE
AVENGERS AND ARE
STILL ON THE
LOOSE --

-- ALL OF
THEM --

-- AND
BRINGING
THEM IN --
WHATEVER IT
TAKES!

STILL,
THE MASTERS
WILL BE *BACK* --
THIS *WASN'T* A
ONE-TIME
OPERATION.

THERE'S
A *HIDDEN CABAL*
TAKING CHARGE OF
THE NEW YORK
UNDERWORLD --
SOME SAY IT'S
HYDRA, SOME SAY
IT'S *SOMEONE*
ELSE.

WHOEVER
THEY ARE, THE
MASTERS ARE
WORKING FOR
THEM --

-- AND
WE'RE SENT TO
CONFISCATE THE
CONTENTS OF THIS
WAREHOUSE FROM
A MOB BOSS WHO
WON'T *SUBMIT*
TO THE NEW
LEADERSHIP.

SO I'LL
CATCH UP
TO THEM
AGAIN --

-- AND
WHEN I
DO --

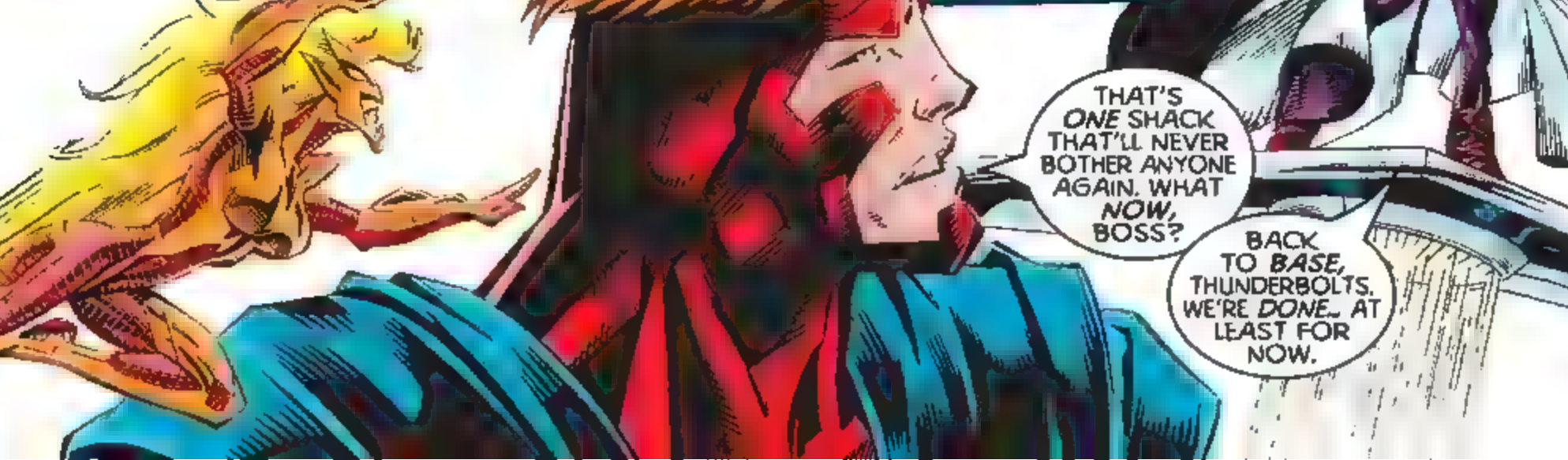
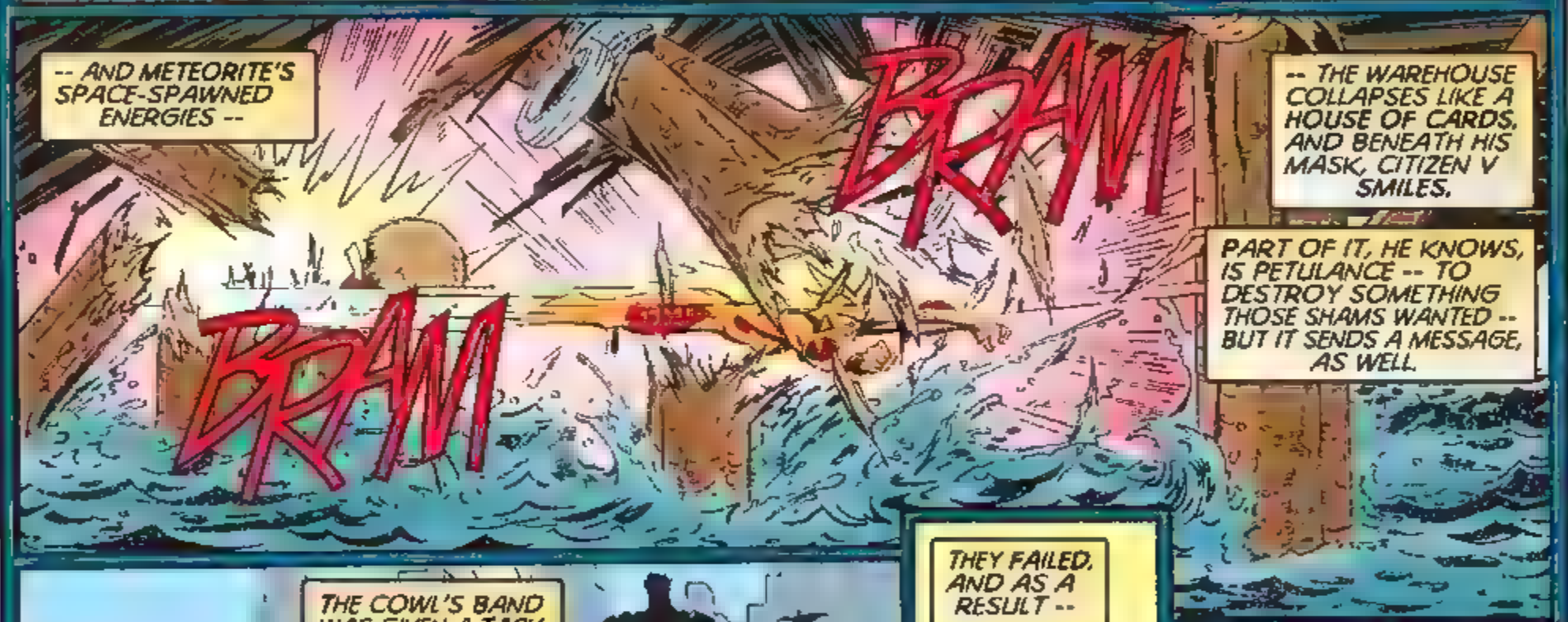
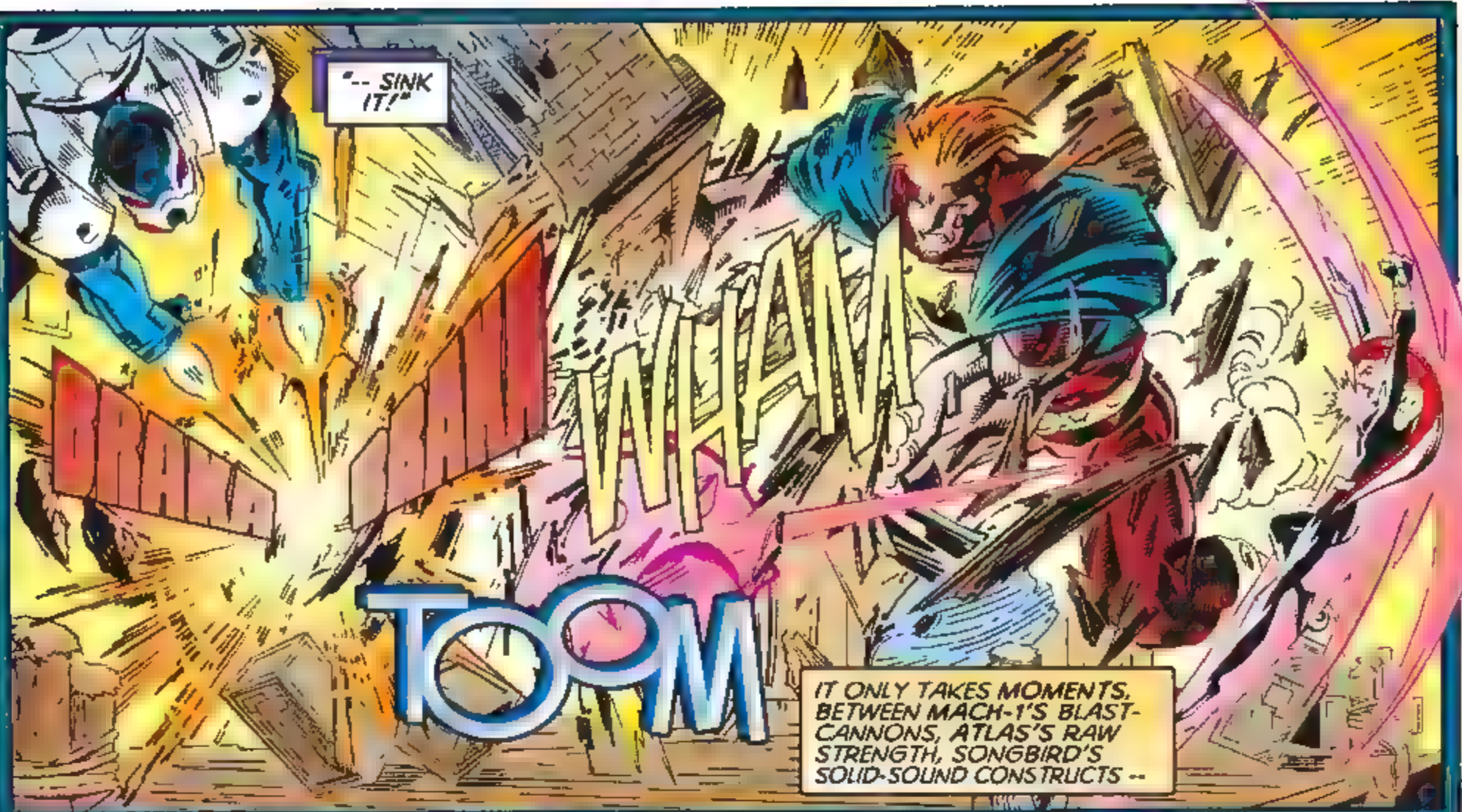
-- STAY
OUT OF MY
WAY!

WOW.

ALL THE
OLD AVENGERS
FOES, HUH? THAT
WOULD INCLUDE
US...

ANOTHER
MATTER FOR
ANOTHER DAY,
ATLAS. RIGHT NOW,
WE'RE STILL DEALING
WITH THESE SO-
CALLED *MASTERS*
OF EVIL.

CHECK
THE *WAREHOUSE*,
TECHNO. SEE IF YOU
CAN CONFIRM THAT
IT CONTAINS
UNDERWORLD
GOODS. IF
SO --



11 DAYS LATER...

YES, TECHNO, I'VE BEEN MAKING ENQUIRIES -- AS **BARON ZEMO**, OF COURSE -- AMONG MY CONTACTS IN INTERNATIONAL CRIMINAL CIRCLES.

I BELIEVE I KNOW A TIME AND PLACE WE CAN FIND THE **CRIMSON COWL** AND HER MINIONS, BUT BEFORE WE CONFRONT THEM --

"-- THERE'S SOMETHING I'D LIKE YOU TO **PREPARE...**"

SONGBIRD! HEY, MELISSA -- WAIT UP, WILL YOU?

YOU WANTED TO SEE ME, CITIZEN V?

*DURING WHICH THE T-BOLTS MEET SPIDEY IN SPIDER-MAN TEAM-UP #7 ON SALE SOON! TOM

I JUST WANT TO TALK. YOU'VE BEEN SHUTTING ME OUT FOR WEEKS NOW -- EVER SINCE THAT TIME WE KISSED, AND YOU FREAKED OUT.*

ABE...

LAST ISSUE -- TOM

...I DON'T MEAN TO BE SO RUDE. I REALLY DON'T, BUT IT'S JUST... IT'S JUST THAT... EVERYONE I'VE EVER CARED ABOUT...

...I'VE LOST THEM.

AND I DON'T WANT TO LOSE YOU, TOO...

SO YOU'RE JUST GOING TO WALL YOURSELF OFF FROM YOUR FEELINGS? THAT'S NO WAY TO LIVE.

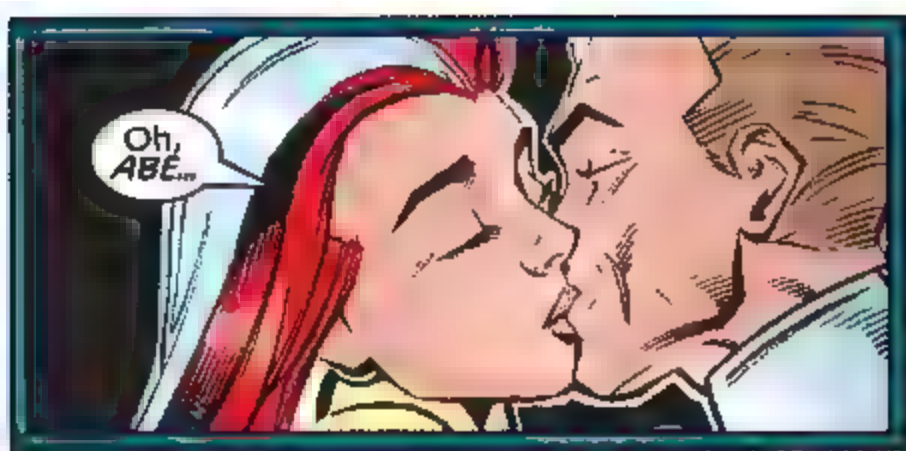
LOOK -- WHEN I STARTED OUT, ALL I WANTED WAS **RESPECT**, TO BE SOMEBODY IMPORTANT, BUT --

-- WELL, I CAN HARDLY BELIEVE THIS IS ME SAYING THIS --

-- BUT I'VE STARTED TO WONDER IF MAYBE... WELL, IF MAYBE **OTHER THINGS** MIGHT BE MORE IMPORTANT.

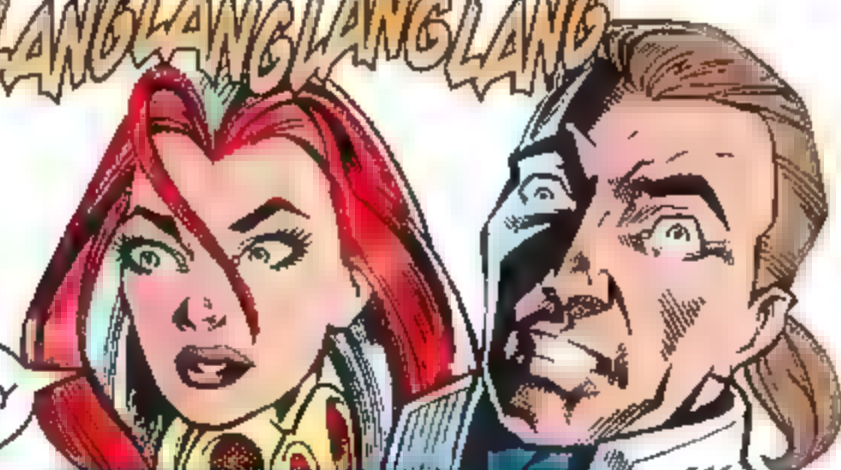
AND THE REASON I'M THINKING LIKE THAT... IS YOU.

WHAT -- WHAT IS IT, ABE?



BLANGLANGLANG

THE
ASSEMBLY
ALARM!



"-- HE'S GOT
A LOUSY
SENSE OF
TIMING!"

SO WHAT'S
THE DEAL,
BOSS?

IT'S VERY
SIMPLE.

MAN!
ONE THING
I'LL SAY FOR
OUR FEARLESS
LEADER --

"THE ASCENDANT FORCES IN
THE NEW YORK UNDERWORLD
ARE CONSOLIDATING THEIR
POWER.
-- THEY'RE DOING BUSINESS
WITH THE ARMS MERCHANT --
BRINGING IN HIGH-TECH
WEAPONRY TO GIVE THEIR
FOOTSOLDIERS AN
UNBEATABLE EDGE.

"-- AND THE UPSTART
MASTERS ARE PROVIDING
SECURITY.



"THE MEET IS
HAPPENING NOW,
AT THE CLOISTERS --



"I THINK YOU
CAN GUESS WHAT
COMES NEXT."

-- BOLTS OF PURE,
CONCUSSIVE FORCE.
ENOUGH TO SHATTER
STEEL -- OR PULVERIZE
SOLID STONE.



EXCELLENT,
JUST WHAT
WE --



WE
MEET AGAIN,
YOU WHO WOULD
CALL YOURSELVES
THE MASTERS OF EVIL!
AND PERHAPS
THIS TIME --

-- YOU
WON'T TURN
TAIL AND RUN
LIKE SCARED
RABBITS!

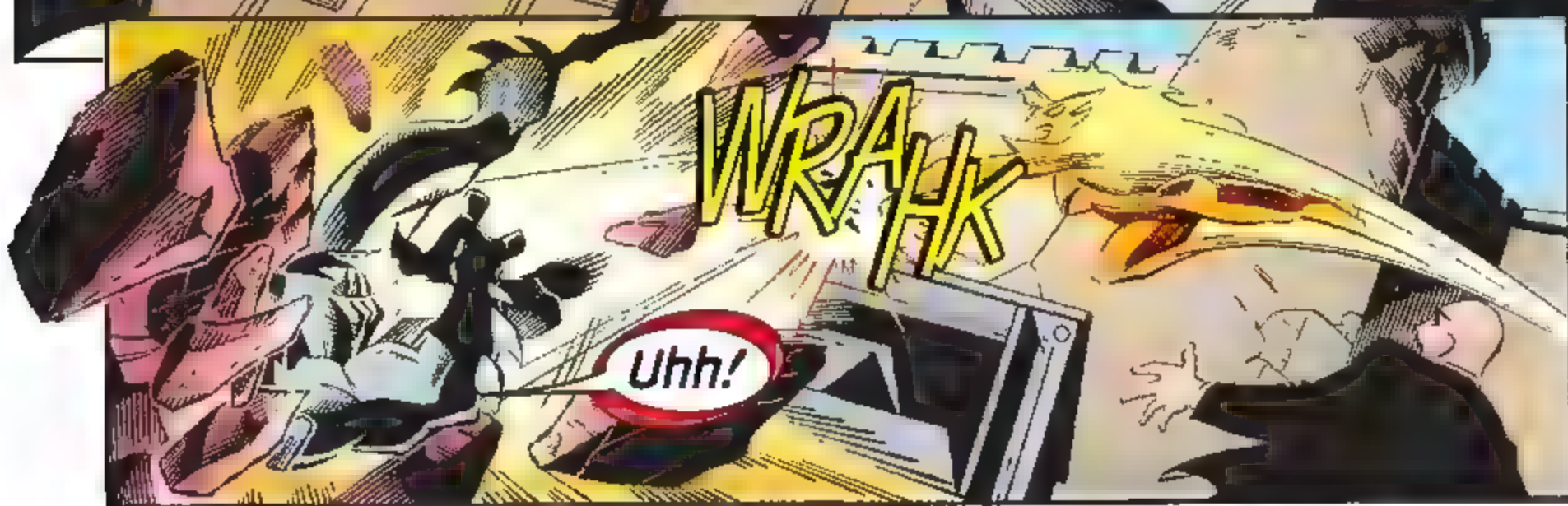
Hm?
THAT
NOISE!
WHAT --?

YOU
MAY COUNT ON
THAT, CITIZEN V!
YOUR INTERFERENCE
WAS ANNOYING
ONCE --

-- IT
WON'T BE
TOLERATED
AGAIN! MASTERS
OF EVIL --

-- ATTACK!

AND IN
MOMENTS --



WRAHKK

Uhh!

-- THE BATTLE IS JOINED!

Ohh! MY SHIELD!

IS MY SOLID-SOUND PET TOO STRONG FOR YOU, SONGBIRD? THAT'S TOO BAD! I DON'T KNOW WHO YOU REALLY ARE --

-- BUT I RECOGNIZE THE SONIC TECHNOLOGY YOU'RE USING! IT'S MINE! AND ONE THING YOU SHOULD KNOW ABOUT KLAW --

-- HE DOESN'T SHARE!

GO AHEAD, LITTLE MAN -- HIDE BEHIND YOUR WEAPONS! BUT THEY WON'T SAVE YOU!

TECHNO COULD USE HIS MENTALLY-CONTROLLED TECH-PACK AGAINST HER, BUT HE SERVED WITH MAN-KILLER AS A HYDRA SECTION CHIEF.

SHE DIDN'T PAY MUCH ATTENTION TO HIM -- DIDN'T HAVE ANY USE FOR MEN IN GENERAL --

HIYA, BABE. TELL ME SOMETHING --

-- AREN'T YOU SUPPOSED TO BE DEAD?

-- BUT HE PAID ATTENTION. HE REMEMBERS HER WELL --

FLYING TIGER, IS IT?

BKSSSH
-- AND SHE'S JUST AS HEADSTRONG AS EVER!

AND YOU'RE MACH-1. A REAL HOT PILOT, I'M SURE --

-- BUT I'VE BEEN IN MORE DOGFIGHTS THAN YOU'VE EVER DREAMED OF -- AND NEVER ONCE GONE DOWN IN FLAMES!

NEARBY...

Ah!
YOU ARE
A BEEG ONE,
C'EST
VRAI --

-- BUT
TRÉS CLUMSY,
N'EST-CE-
PAS?

CLUMSY?

JUST
LET ME GET
MY HANDS ON
YOU, CYCLONE --
JUST
ONCE --
-- AND
I'LL SHOW YOU
CLUMSY!

COME
ON, GIRLIE --
COME CLOSER!
I'LL CRACK YOUR
SHELL LIKE A
LOBSTER'S --

-- AND
FEAST ON THE
SOFT FLESH
UNDERNEATH!

HE'S
LIKE A RAVENING
BEAST! I KNOW
HE'D BEEN MUTATED
INTO A MOSTLY-ANIMAL
FORM,* AND IT LOOKS
LIKE HE'S PARTIALLY
RECOVERED --

SEE NAMORH
38 - TOM

-- BUT I
DON'T THINK
THE CURE'S
REACHED HIS
MIND!

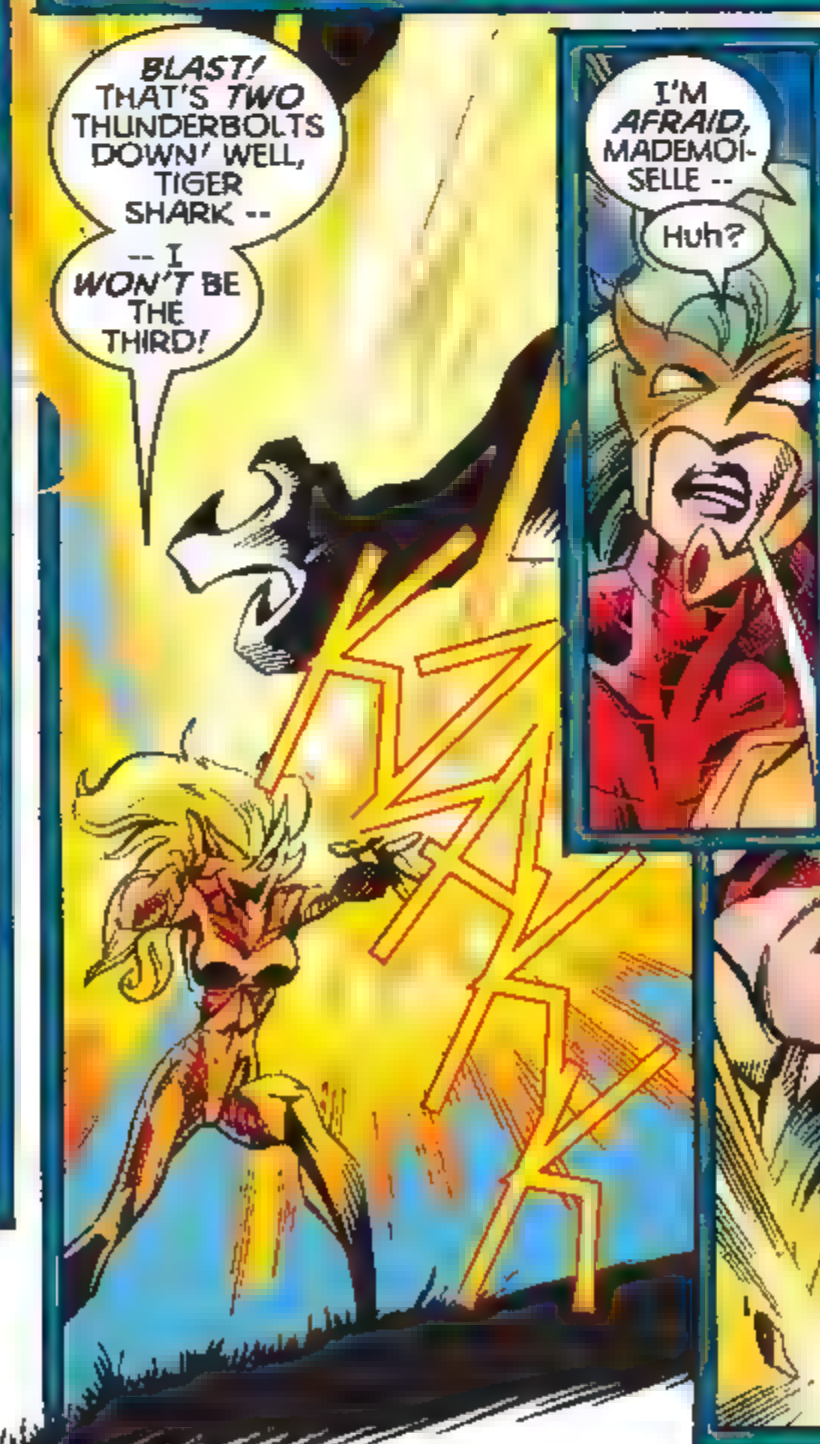
MY TEAM
HAS YOURS
OCCUPIED,
BRAGGART --

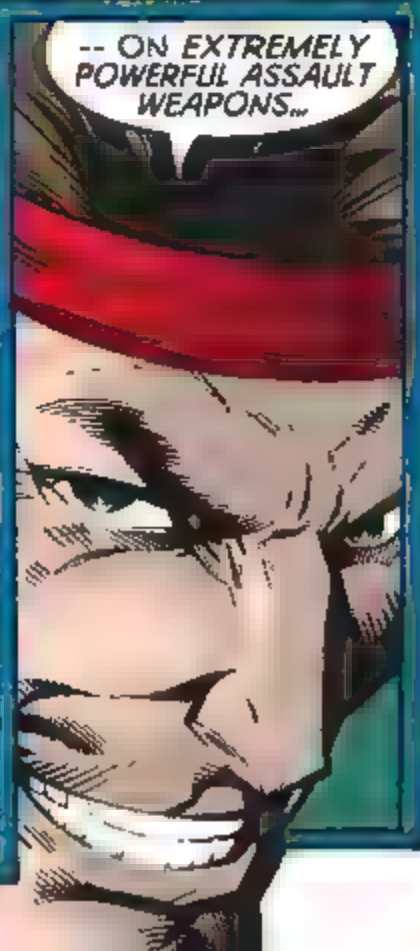
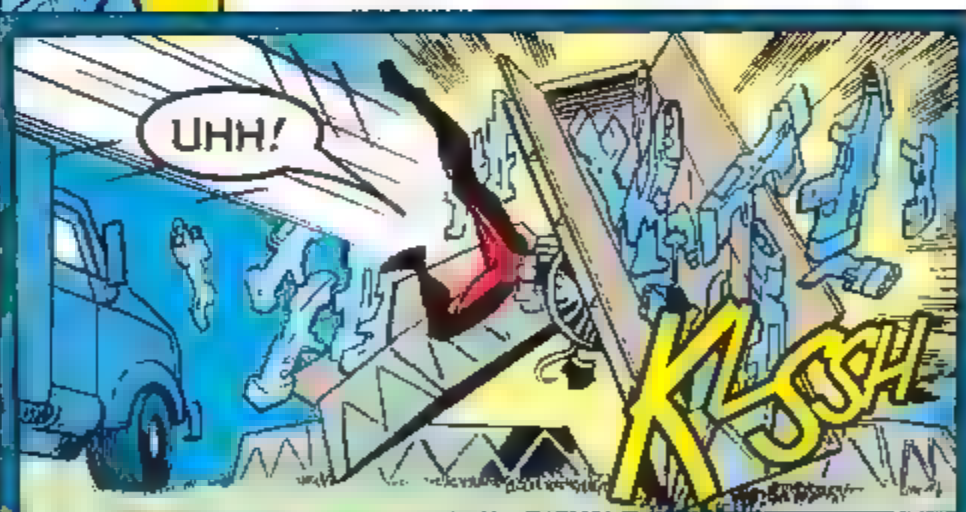
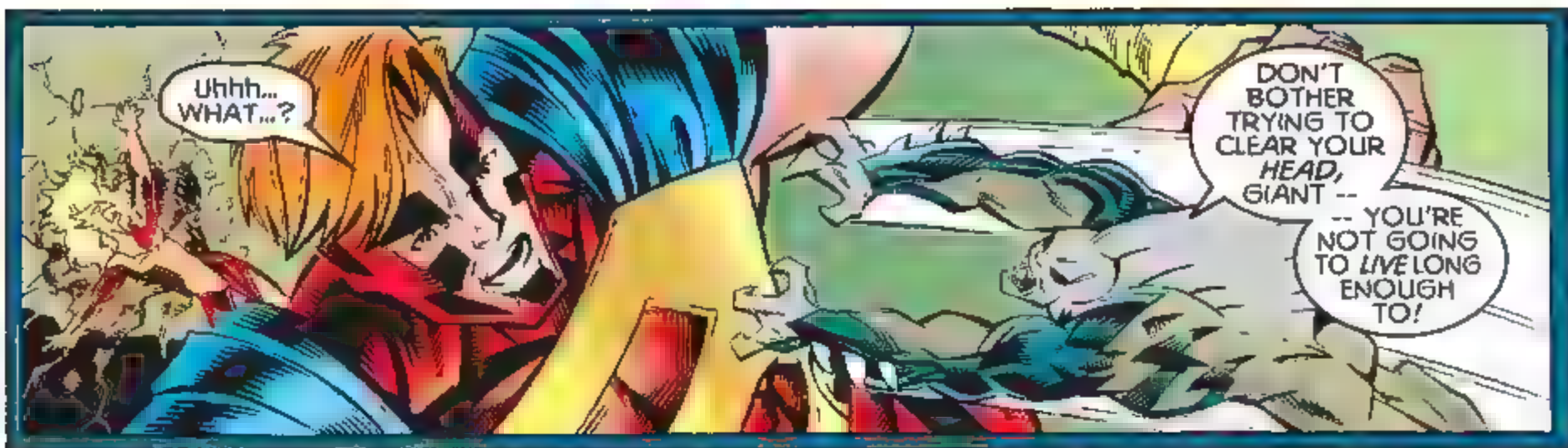
-- LEAVING
ME FREE TO
DEAL WITH
YOU!

A
PREHENSILE
CAPE, EH? IT'S
SOMETHING, AT
LEAST -- UNLIKE
THE PREVIOUS
COWL, WHO WAS
LITTLE MORE
THAN A
FACADE --!

YOU WILL
FIND TO YOUR
EVERLASTING
REGRET, CITIZEN V --
THAT I AM FAR,
FAR MORE THAN
THAT!

KREK





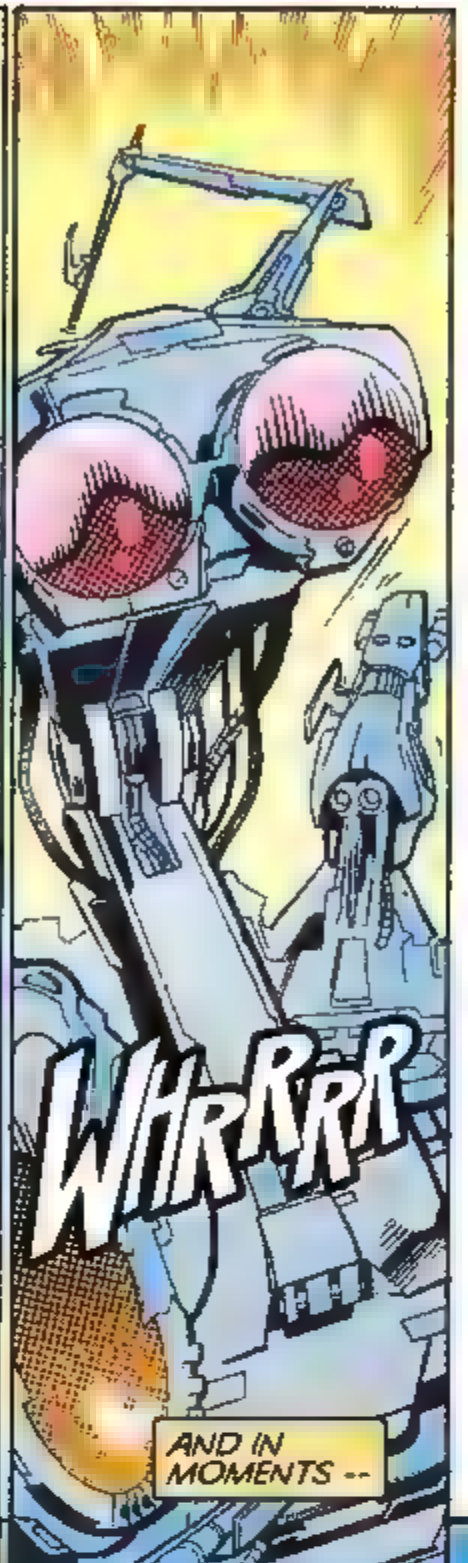
TECHNO
CONCENTRATES --

-- AND THE SOPHISTICATED
MATRIX OF COMPONENTS
HE CALLS HIS "TECH-PAC"
RESPONDS TO HIS
THOUGHTS --



-- REACHING
OUT --

-- REACHING
OUT AND
MAKING
CONTACT --



AND IN
MOMENTS --

ALL
RIGHT,
EVERY-
BODY --

FREEZE!

SACRÉ!

Uh-
Oh!

Hnh?





I'VE GOT YOU ALL COVERED -- WITH COMPUTER-CONTROLLED SIGHTING, A SPLIT-SECOND TRIGGER --

-- AND ENOUGH FIREPOWER TO FLATTEN TEN CITY BLOCKS! I WOULDN'T RECOMMEND MOVING, NOT IF YOU'RE ATTACHED TO YOUR HEADS.

SO WHAT DO YOU SAY, CITIZEN V --



-- SHOULD I BLOW'EM ALL AWAY AND LET THE MORGUE DECIDE WHICH BITS WERE WHOSE?

OF COURSE NOT, TECHNO --

-- WE ARE HEROES, AFTER ALL.



BUT THIS SHOULD SERVE TO END YOUR CAREER WITH THE NEW YORK MOBS, COWL -- TWO INCIDENTS IN WHICH YOU NOT ONLY LOST THE BATTLE --

-- BUT LOST THE GOODS YOU WERE ENTRUSTED WITH. I CAN'T IMAGINE YOUR EMPLOYERS WILL LIKE THAT, HM?

HAVE A CARE, THUNDERBOLT --



AND WHY SHOULD I? YOU'RE NOT MASTERS OF EVIL -- YOU'RE LITTLE MORE THAN A JOKE!

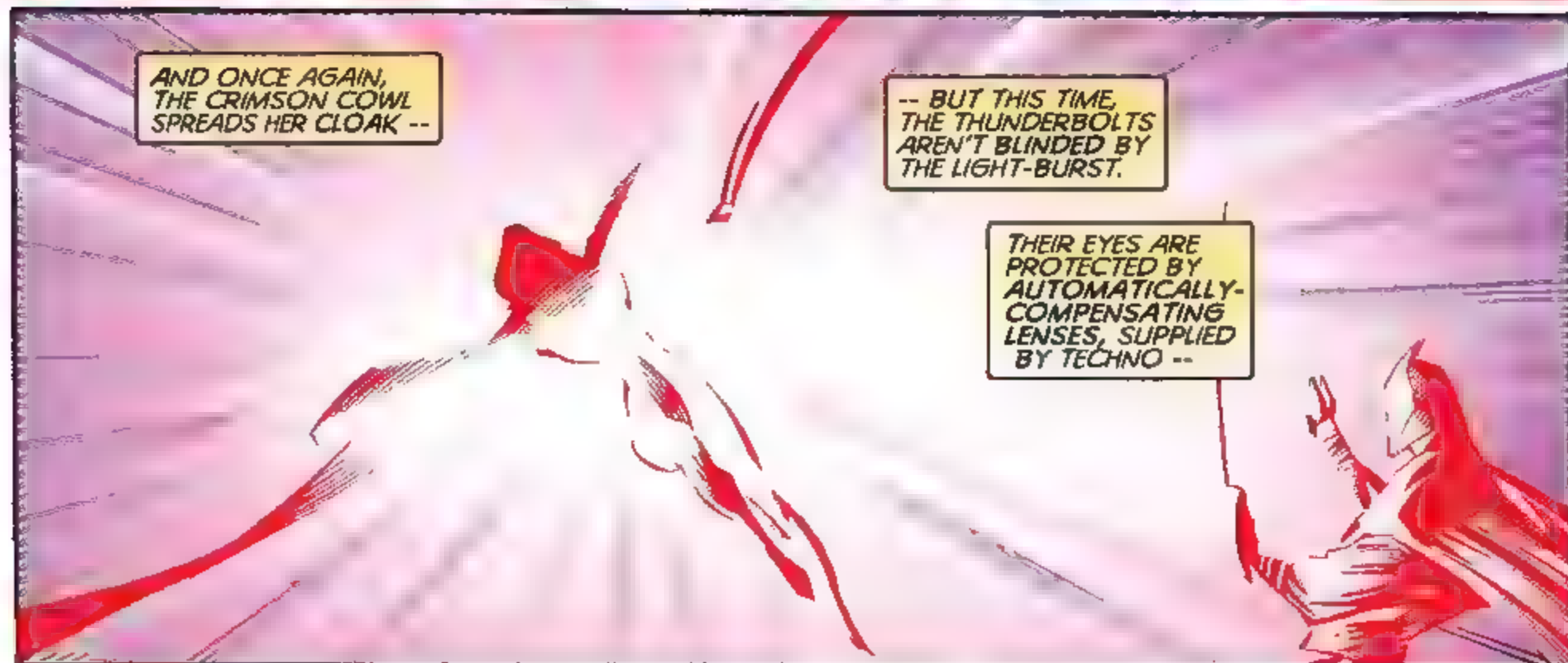
THE OLD MASTERS -- THEY WERE NEVER ANYONE'S HIRELINGS, NOT LIKE YOU! THEY WERE MASTERS, NOT SLAVES!

THAT WAS THE POINT!



YOU MOCK ME NOW, CITIZEN V --

-- BUT THIS ISN'T OVER!



AND ONCE AGAIN, THE CRIMSON COWL SPREADS HER CLOAK --

-- BUT THIS TIME, THE THUNDERBOLTS AREN'T BLINDED BY THE LIGHT-BURST.

THEIR EYES ARE PROTECTED BY AUTOMATICALLY-COMPENSATING LENSES, SUPPLIED BY TECHNO --



-- BUT STILL --

GONE.
THE
FLASH OF
LIGHT WASN'T A
DISTRACTION TO
COVER THEIR
ESCAPE --

-- IT
WAS A
TELEPORTATION
EFFECT.

STILL,
WE'LL MEET
AGAIN, I EXPECT.
AND WE DID
CAPTURE THE
WEAPONS,
AT LEAST.
AND...



TECHNO, THE
ARMS DEALER!
WHERE HAVE HE
AND HIS LACKEY
GOTTEN
TO?

LOOKS LIKE
THEY ESCAPED
DURING THE BATTLE.
TOO BAD, BUT
THAT'S THE
WAY IT --



Huh?

THE
MERCHANT! BUT
WHO --?!



THE
BLACK
WIDOW!

SHE SAYS
NOTHING.

SHE SIMPLY STANDS
SILENT, LOOKING
DOWN ON THEM IN --

-- CONGRATULATION?

-- SUSPICION?

-- IRRITATION?

AND
THEN --

SHE DID SAY
TO STAY OUT
OF HER
WAY...

THAT'S
NOT GOING
TO HAPPEN,
NOT NOW,
NOT EVER.

NO
PROBLEM.
I CAN EVEN
CHECK WITH
HQ WHILE WE'RE
WAITING,
SEE IF ANY-
THING--

TECHNO,
WE NEED
TRANSPORT
HOME. CALL
THE V-WINGS
TO LS.

Uh-Oh.
TROUBLE,
GUYS --

-- Eh? A
TEENAGED
GIRL?

WHAT IN
BLAZES --?

LET
ME -- LET ME
DOWN!

"-- IT'S SAYING
WE'VE GOT AN
INTRUDER!"

YOU WERE
RIGHT, TECHNO!
SOMEONE DID
BREAK IN -- AND
THE AUTOMATIC
DEFENSES
CAPTURED THEM!
LET'S SEE
WHO --

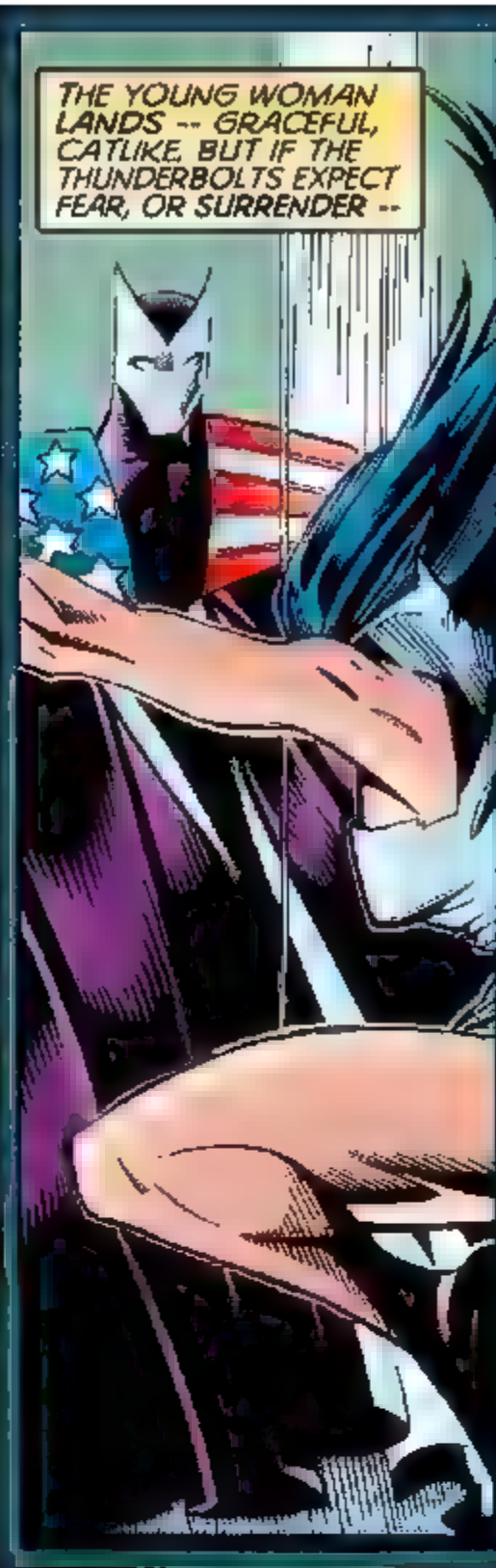
VERY WELL,
YOUNG LADY
YOU DON'T
APPEAR TO BE
MUCH OF A
THREAT.

BUT
IN RETURN,
YOU'LL HAVE
TO TELL
US --

-- WHAT
YOU'RE
DOING
HERE.



THE YOUNG WOMAN
LANDS -- GRACEFUL,
CATLIKE, BUT IF THE
THUNDERBOLTS EXPECT
FEAR, OR SURRENDER --



WHERE ARE
THE FANTASTIC
FOUR?! I CAME
HERE BECAUSE
I NEED --

-- BECAUSE
I'VE GOT TO
HAVE THEIR HELP!
NOW, TAKE ME
TO THEM --

-- OR
I'LL FORCE
YOU TO!

NEXT:

**SHADOWS OF
DOOM!**

MARVEL
COMICS



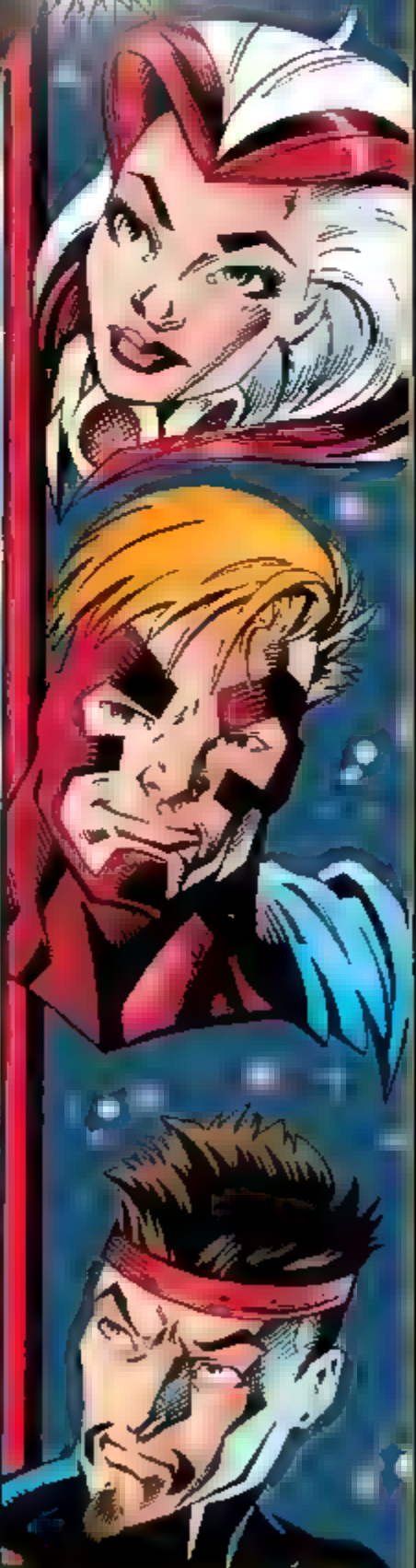
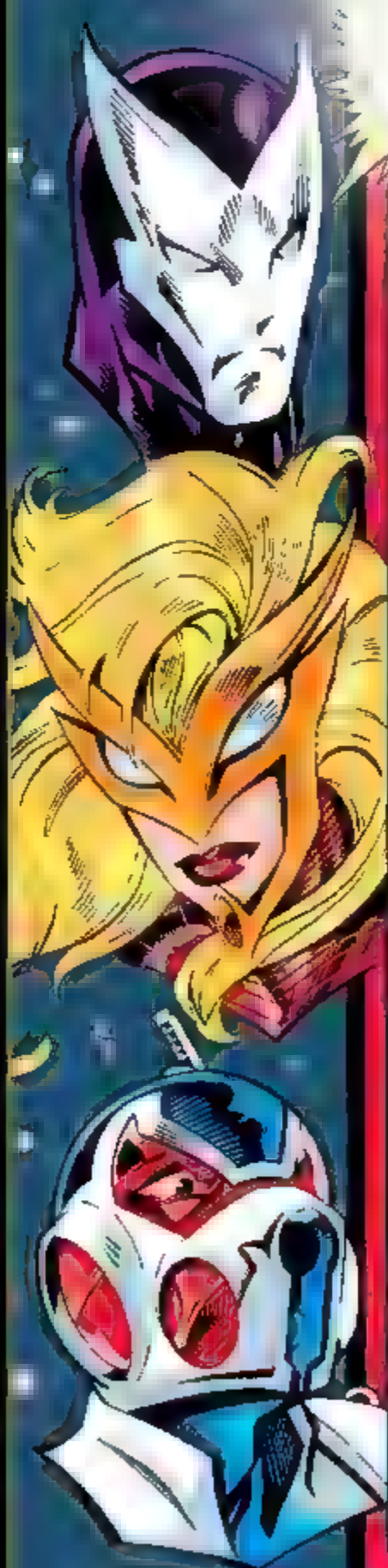
THUNDERBOLTS

JUL '97 4

JUSTICE, LIKE LIGHTNING... THUNDERBOLTS

INTRODUCING:

JOA



FAHNEY
RUSSELL

**SHE'S GOING TO JOIN THE THUNDERBOLTS
WHETHER THEY LIKE IT OR NOT!**



A SHOCK TO THE SYSTEM!

KURT BUSIEK | MARK BASTY | VINCE RUSSELL
WRITER | ARTIST | INK & COLOR

EDITOR: JIM
DAVE LANPHEAR/DC

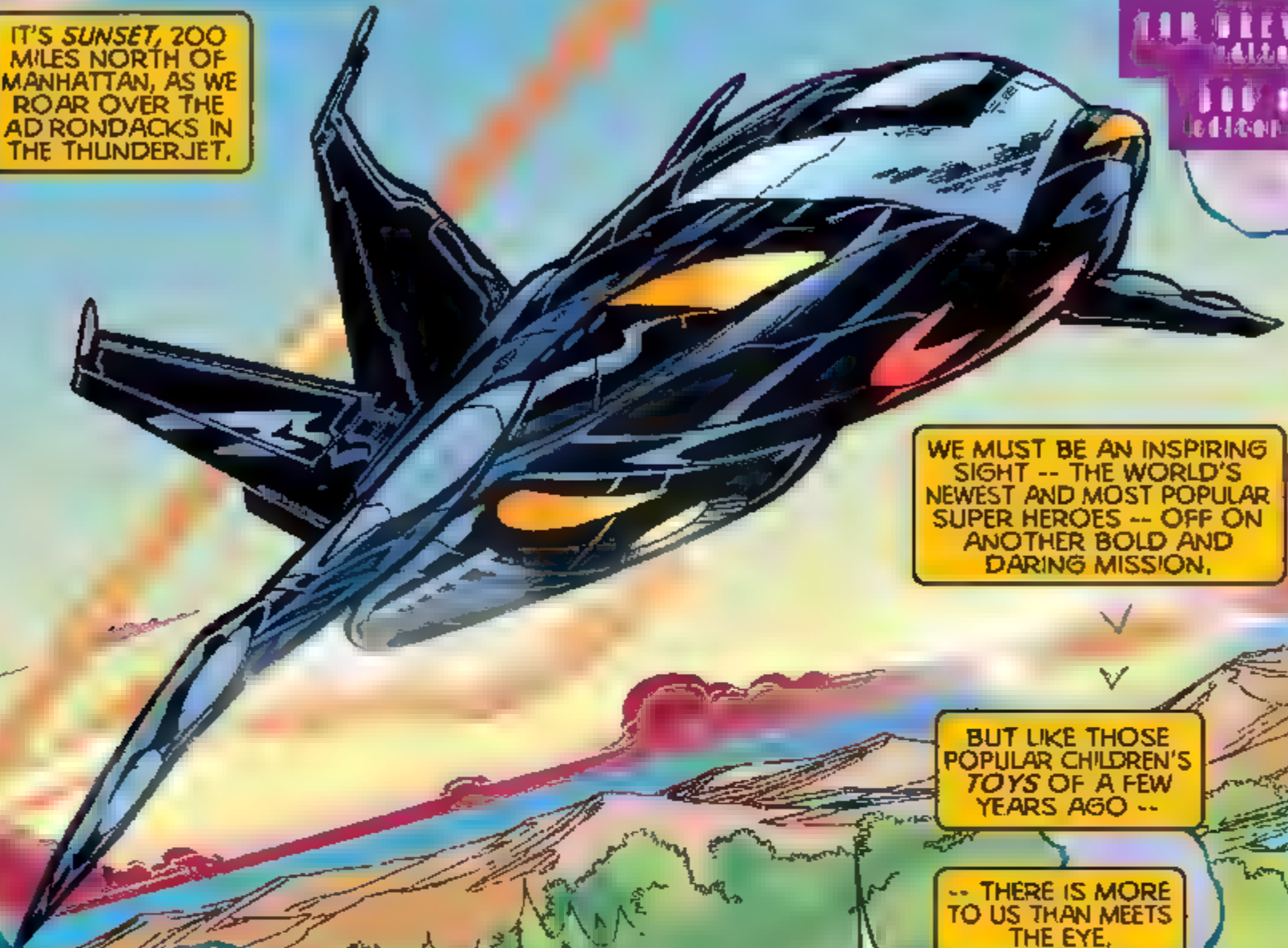
JOE ROSAN
COVER ARTIST

TOD BREYER
EDITOR

BOB MARAS
EDITOR

METEORITE, A.K.A. MOONSTONE,
A.K.A. Dr. KARLA SOFEN.

IT'S SUNSET, 200
MILES NORTH OF
MANHATTAN, AS WE
ROAR OVER THE
AD RONDACKS IN
THE THUNDERJET.

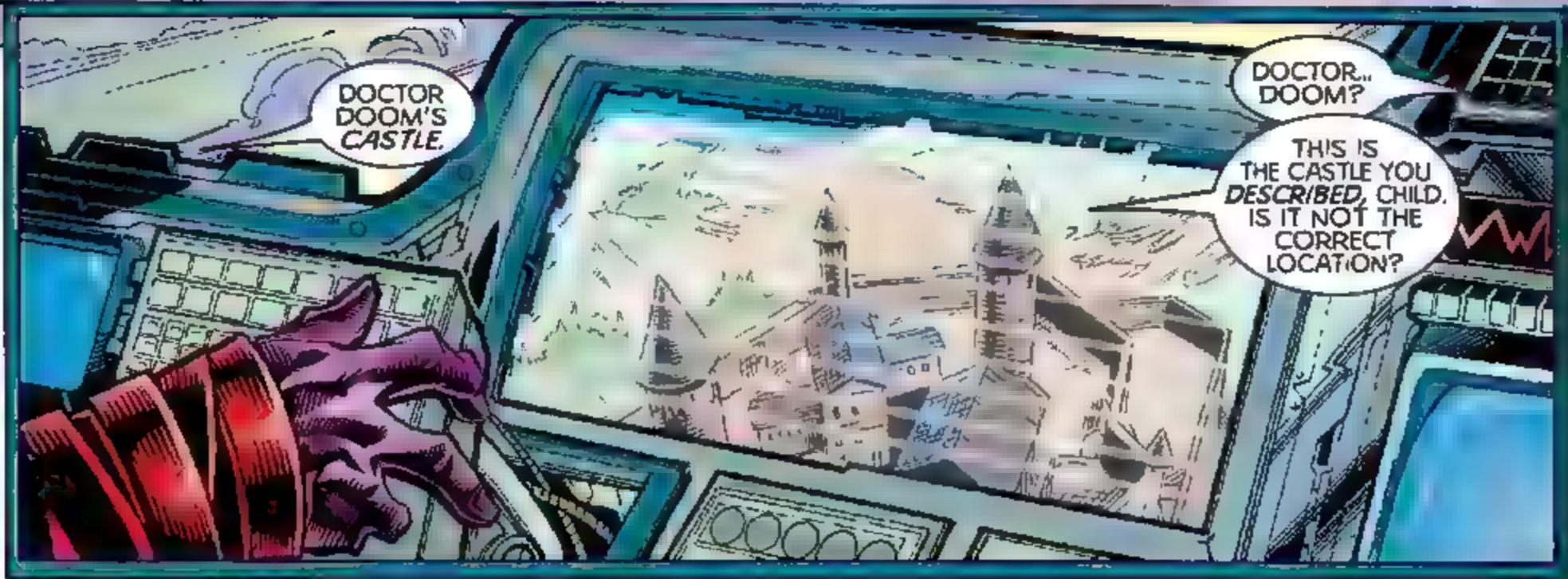


WE MUST BE AN INSPIRING
SIGHT -- THE WORLD'S
NEWEST AND MOST POPULAR
SUPER HEROES -- OFF ON
ANOTHER BOLD AND
DARING MISSION.

BUT LIKE THOSE
POPULAR CHILDREN'S
TOYS OF A FEW
YEARS AGO --

-- THERE IS MORE
TO US THAN MEETS
THE EYE.

THERE
IT IS, DEAD
AHEAD.



DOCTOR
DOOM'S
CASTLE.

DOCTOR...
DOOM?

THIS IS
THE CASTLE YOU
DESCRIBED, CHILD.
IS IT NOT THE
CORRECT
LOCATION?

NO, THIS IS THE PLACE, ALL RIGHT. I DON'T THINK I'LL EVER FORGET IT, NOT AS LONG AS I LIVE.

IT'S JUST -- DOCTOR DOOM --?

THE SIX OF US -- MACH-1, ATLAS, MYSELF, CITIZEN V, SONGBIRD AND TECHNO -- ARE INDEED THE WORLD'S LATEST SUPER-POWERED SAVIORS.

BUT WE'RE ALSO THE MASTERS OF EVIL -- AN ELITE CADRE OF SUPER-CRIMINALS, PLAYING AT HEROES TO GET INSIDE THE WORLD'S DEFENSES.

AND IF DOOM IS THE MAN BEHIND WHAT HAPPENED TO YOU AND YOUR FRIENDS, CHILD, THEN NO MATTER WHAT HIS REPUTATION --

-- WE'LL BRING HIM IN.

AND TONIGHT, WE'RE PLAYING THE ROLE MORE THOROUGHLY THAN EVER, FOR AN AUDIENCE OF ONE --

-- FOR OUR TRAVELING COMPANION, HALLIE TAKAHAMA.



SHE'D BEEN ORPHANED IN THE ONSLAUGHT DISASTER, SHE TOLD US, AND TRAPPED WITH OTHER CHILDREN IN ONE OF MANHATTAN'S RAVAGED NEIGHBORHOODS.

AND ONCE THEY'D MANAGED TO DIG OUT, THEY FOUND THEMSELVES AT BAY IN THE RUBBLE, PREY FOR THE MERCENARIES KNOWN AS THE RAT PACK.



-- AND COMFORTING THE YOUNGER ONES AS THEY CRIED THEMSELVES TO SLEEP AT NIGHT.



IT FELT TO HALLIE TO BE THE RESPONSIBLE ONE --

-- FORAGING FOR FOOD IN DEMOLISHED APARTMENTS --

BUT THE RAT PACK WHITTLED AWAY AT THEIR NUMBERS AS THEY HID IN THE RUBBLE, TOO SCARED TO TRY TO REACH *HELP*.

-- TAKEN TO A *DUNGEON*, WHERE ALL SHE SAW WERE THE CREATURES THAT *GUARDED* HER --

-- AND ALL SHE HEARD WERE THE *SCREAMS* OF THE OTHER CHILDREN

AND SOON, SHE'D DISCOVERED THE *REASON* FOR THE SCREAMS -- AS SHE, TOO, WAS SUBJECTED TO *BIZARRE*, *INCOMPREHENSIBLE* EXPERIMENTS --

-- EXPERIMENTS THAT MADE HER FEEL AS IF SHE WAS BEING *TORN* APART FROM THE INSIDE.

SHE NEVER SAW HER TORMENTOR'S *FACE*, BUT SHE HEARD HIS VOICE -- MUSING THAT SHE WAS... *SPECIAL* AND SO, IT SEEMED, SHE *WAS*,

AND WHEN HALLIE FINALLY MADE A BOLT FOR *FREEDOM*, FOR PROTECTION, SHE WAS TAKEN, TOO --

THE EXPERIMENTS GAVE HER *POWER* -- MADE HER *FASTER*, *STRONGER*, FLED HER TO BURSTING WITH *ENERGY* --

-- AND SHE MADE HER WAY TO *FOUR FREEDOMS PLAZA*, LOOKING FOR THE *FANTASTIC FOUR*, NOT KNOWING THEY'D BEEN LOST TO *ONSLAUGHT* --

-- AND THAT WE'D RECENTLY TAKEN OVER THEIR HEADQUARTERS.

DON'T WORRY, HALLIE -- WE'LL HELP YOU.

YEAH, KIDDO. WE'LL FREE YOUR FRIENDS -- AN' WE'LL GET THE CREEPS THAT DID THIS TO YOU!

-- AND AS SOON AS SHE HAD A CHANCE, SHE USED THAT *POWER* TO *ESCAPE* --

WHAT KIND OF MONSTER WOULD EXPERIMENT ON *KIDS*?!

AND THAT WOULD BE T-BOLTS #3 - Tom

IT WAS INTERESTING, THE WAY THEY WERE MOVED BY HER STORY, BY HER APPEAL FOR HELP. THE ROLES THEY WERE PLAYING WERE TAKING OVER --

YES, IT WAS INTERESTING TO WATCH, BUT THIS WASN'T THE FIRST EXAMPLE OF IT -- AND IT POSED A GRAVE DANGER TO OUR OVERALL PLAN.

COME ON, HALLIE -- LET'S GET YOU SOMETHING TO WEAR. TECHNO'S WHIPPED UP THIS AMAZING UNIFORM SYNTHESIZER --

-- AND, WELL, IT'S NOT EXACTLY SET UP FOR STREET CLOTHES, BUT I'M SURE WE CAN MANAGE SOMETHING BETTER THAN THIS.

THANK YOU...

SO ONCE THEY'D GOTTEN HALLIE SOME CLOTHES AND SOME FOOD --

-- WE SET OFF FOR UPSTATE, AND I TRIED TO WARN CITIZEN V --

-- AND THEY WERE FORGETTING THAT IT WAS SUPPOSED TO BE NOTHING MORE THAN A RUSE.

(See T-BOLTS #2 and SPIDER-MAN TEAM-UP #7 - reference - happy Tom)

-- REMEMBER, MOST OF THEM HAVE BEEN OUTCASTS OR REJECTS THEIR ENTIRE LIVES, AND THE PSYCHOLOGICAL POWER OF ROLE-PLAYING --

-- COMBINED WITH THE MASSIVE SOCIAL APPROVAL --

Pfeh! YOU'RE JUMPING AT SHADOWS, METEORITE!

YOU REMEMBER THIS, Dr. SOFEN. YOU MAY BE A SKILLED PSYCHIATRIST, BUT THESE ARE THE MASTERS OF EVIL -- AND I AM A ZEMO!

THAT WAS HALF AN HOUR AGO. AND NOW --

I AM PERFECTLY CAPABLE OF KEEPING MY TEAM IN LINE -- EVEN IF YOU AREN'T!

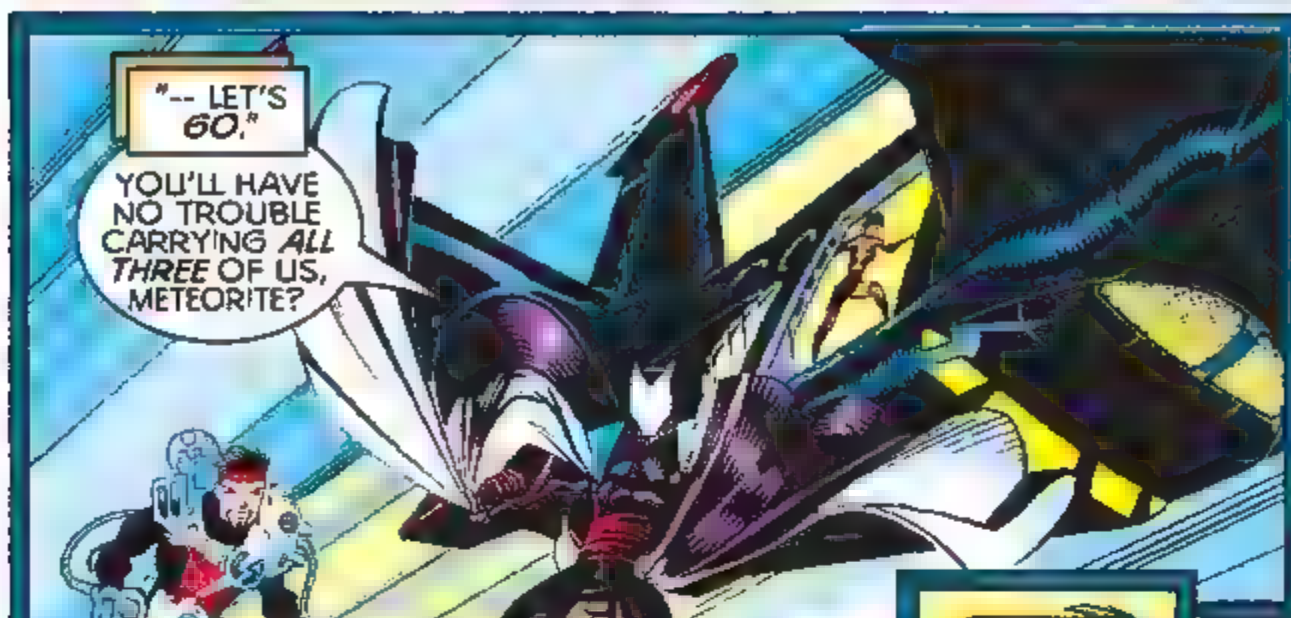
NOW LET'S HAVE NO MORE OF THIS FOOLISHNESS!



WE'RE
HERE!

I'M
SETTING THE
THUNDERJET TO
AUTOMATICALLY
CIRCLE THE CASTLE,
MS. TAKAHAMA.
YOU'LL BE SAFE
HERE --

-- WHILE WE
DEAL WITH WHATEVER
LIES BELOW, THAT RED
BUTTON WILL TRIGGER A
RETURN FLIGHT TO NEW
YORK, IF YOU NEED IT.
UNDERSTOOD?



"-- LET'S
GO."

YOU'LL HAVE
NO TROUBLE
CARRYING ALL
THREE OF US,
METEORITE?



I'LL
BE FINE,
SIR.

VERY WELL.
THUNDERBOLTS --



NONE
WHATSOEVER.

AS LONG AS
SONGBIRD CAN
MAINTAIN THE
PLATFORM...



AND,
ABOVE --

OKAY...



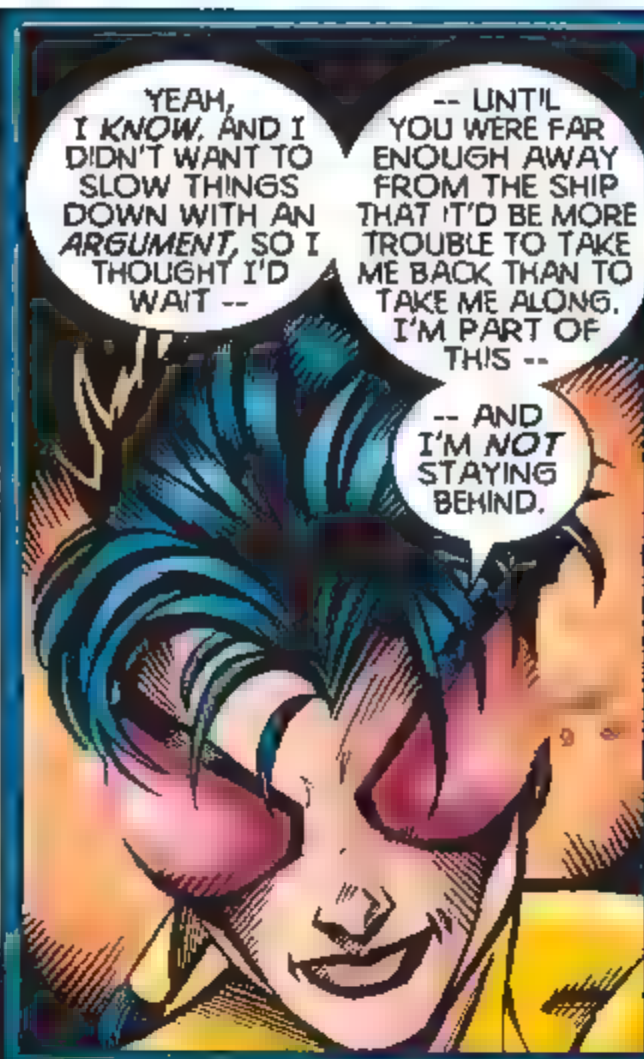
-- NOW,
SORRY,
CITIZEN V --
I'M SURE I
WOULD BE
SAFE IN THE
SHIP --

Oh,
DON'T WORRY
ABOUT ME, I MAY
BE A LITTLE SHAKY IN
COMBAT SO FAR, WITH
MY SOLID-SOUNDS
POWERS -- BUT
THIS, I CAN
DO.

-- BUT I
DIDN'T ASK
SONGBIRD TO
MAKE ME THIS
COSTUME FOR
THE FUN OF
IT!



WHAT?
BUT I ORDERED
YOU TO --



YEAH,
I KNOW, AND I
DIDN'T WANT TO
SLOW THINGS
DOWN WITH AN
ARGUMENT, SO I
THOUGHT I'D
WAIT --

-- UNTIL
YOU WERE FAR
ENOUGH AWAY
FROM THE SHIP
THAT IT'D BE MORE
TROUBLE TO TAKE
ME BACK THAN TO
TAKE ME ALONG.
I'M PART OF
THIS --

-- AND
I'M NOT
STAYING
BEHIND.



YOUNG
LADY, I --

FORGET
IT, BOSS, SHE'S
A **TEENAGER** -- AN'
IF SHE DOESN'T WANT
TO DO WHAT SHE'S
TOLD, SHE'S NOT
GOING TO, THAT'S
JUST HOW IT
WORKS.

CITIZEN V SAYS
NOTHING. BUT WE
PROCEED ONWARD --



-- UNTIL..

SOMETHING'S
WRONG, IF THIS
REALLY IS DOOM,
WE WOULDN'T
GET THIS CLOSE,
NOT WITHOUT
SOME SORT OF
OPPOSITION.

NOT
UNLESS
IT'S A
TRAP...

QUIET,
BOTH OF
YOU. YOU'RE
UNDERMINING
MORALE.

NOW,
TECHNO
BEFORE MS
TAKAHAMA IS
CLOSE ENOUGH TO
HEAR, THERE'S NO
PUBLICITY VALUE IN
A BATTLE IN THE
MIDDLE OF
NOWHERE..

AH AND
YOU'D LIKE TO
CREATE SOME
hmm?



WELL,
LOOK NO
FURTHER.

MY AMAZING BRAIN
CAN COMMAND MY TECH-
PAC TO PRODUCE ALMOST
ANYTHING -- IN THIS CASE,
HOVERING MINI-CAMS.
THAT DO YOU?

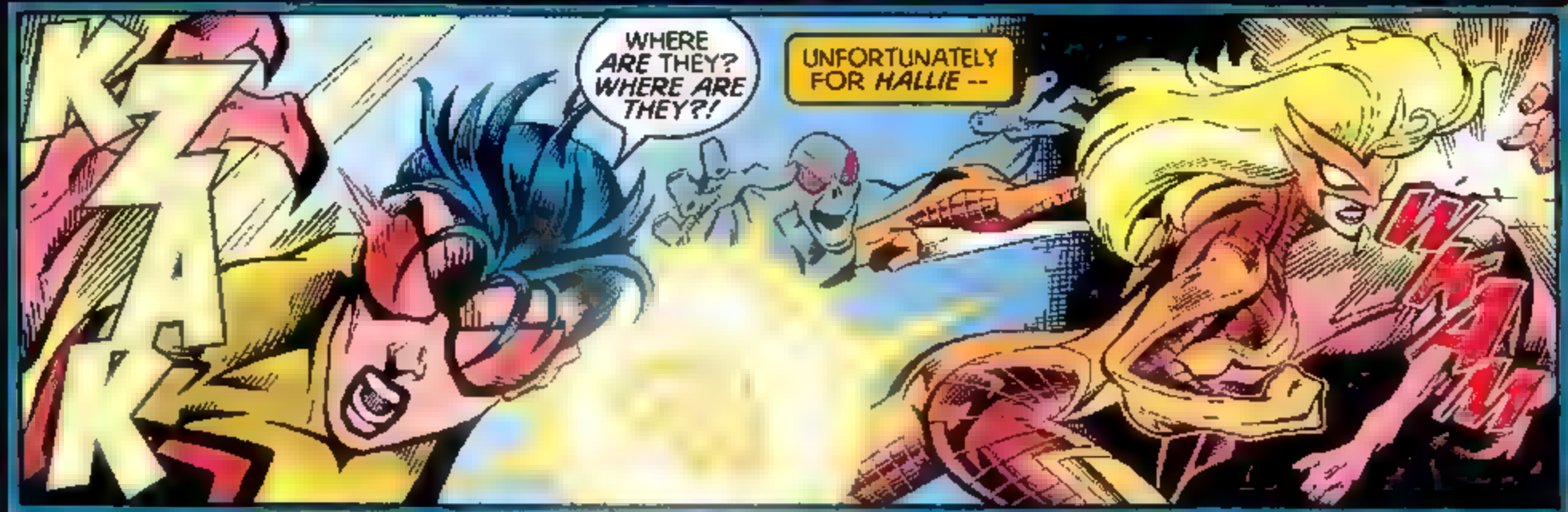
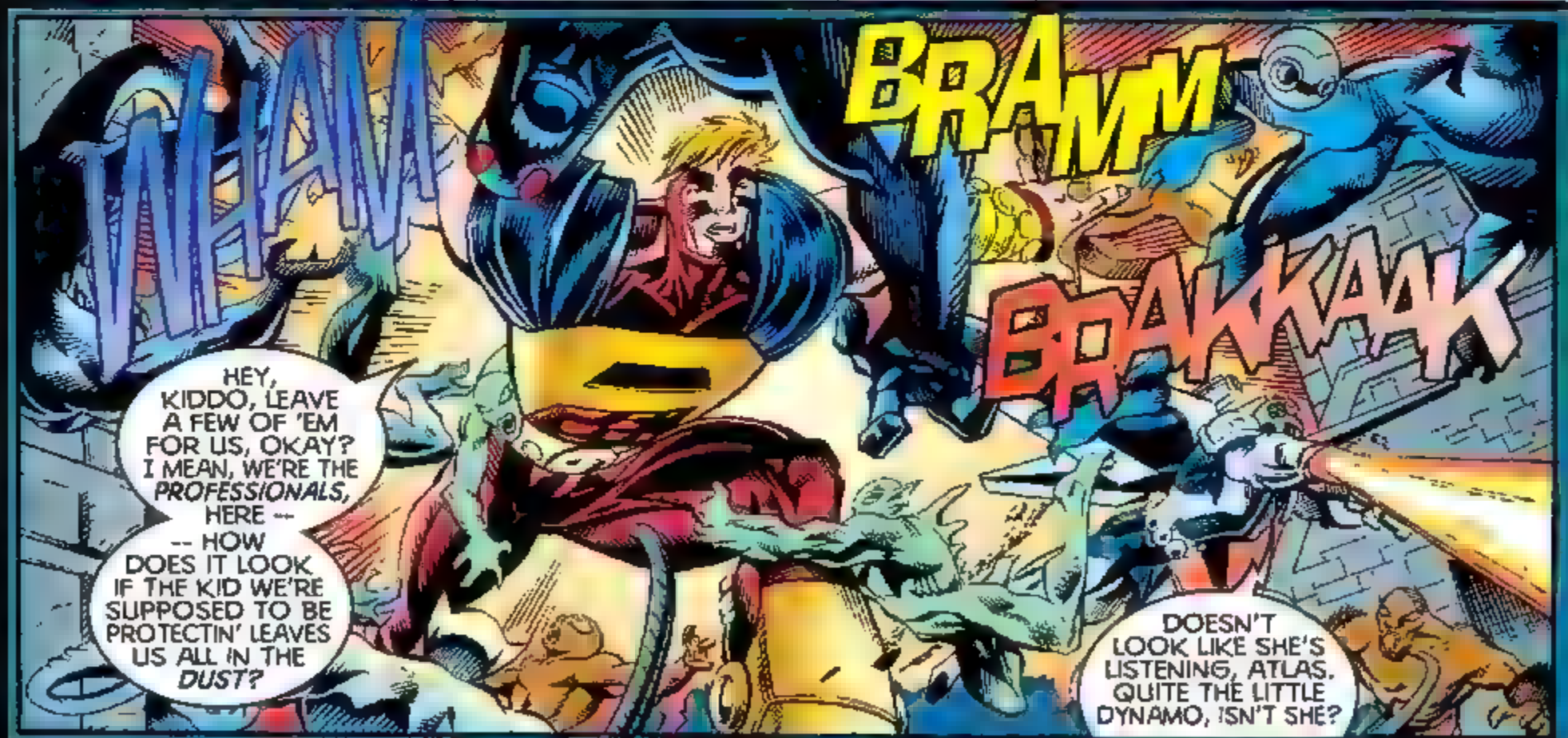
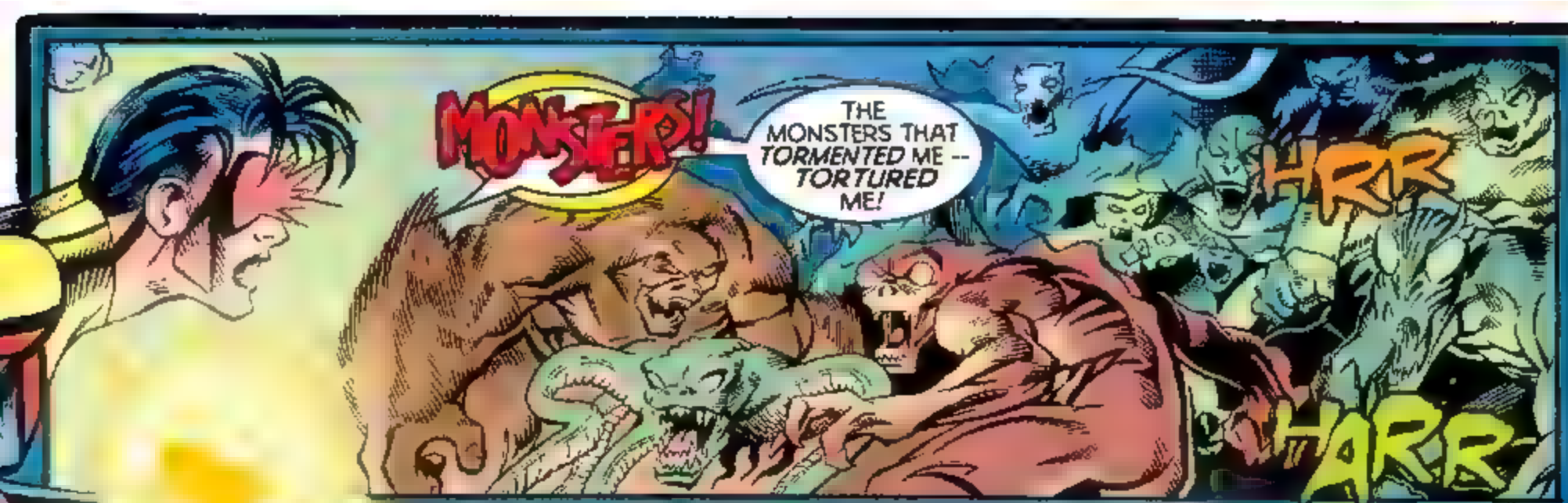
ADMIRABLY.
I'LL LET YOU
KNOW WHEN
IT'S TIME.

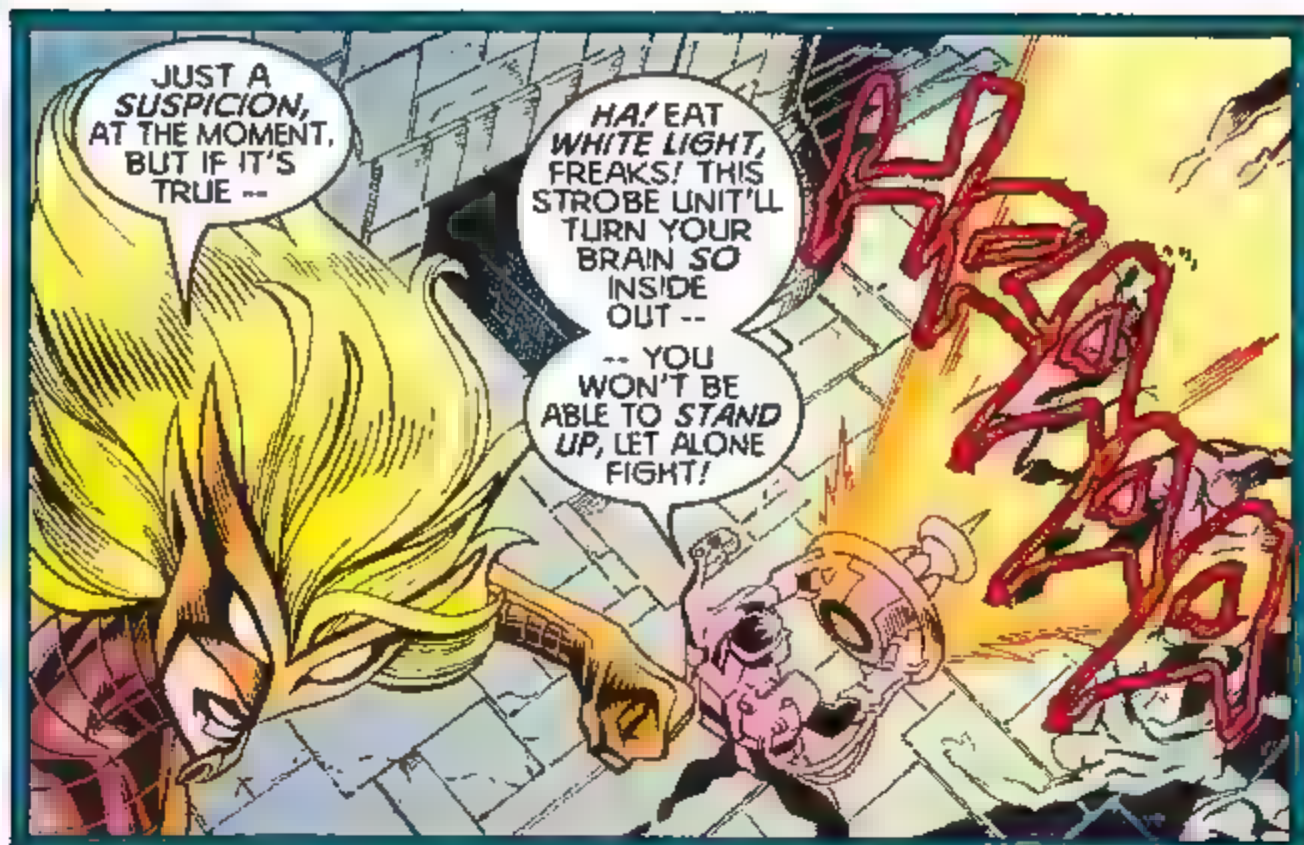
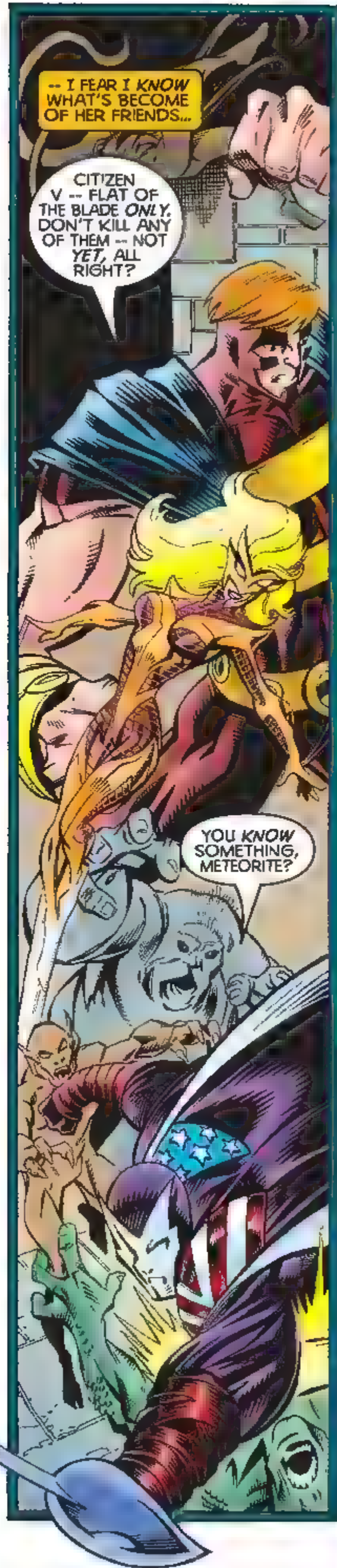


OKAY. IN
THE MEANTIME,
I'LL SCAN FOR
LIFE-SIGNS, AND
SEE IF WE CAN'T
FIND --



-- Uh --









SOMETHING I CAN DO FOR YOU, BOSS?

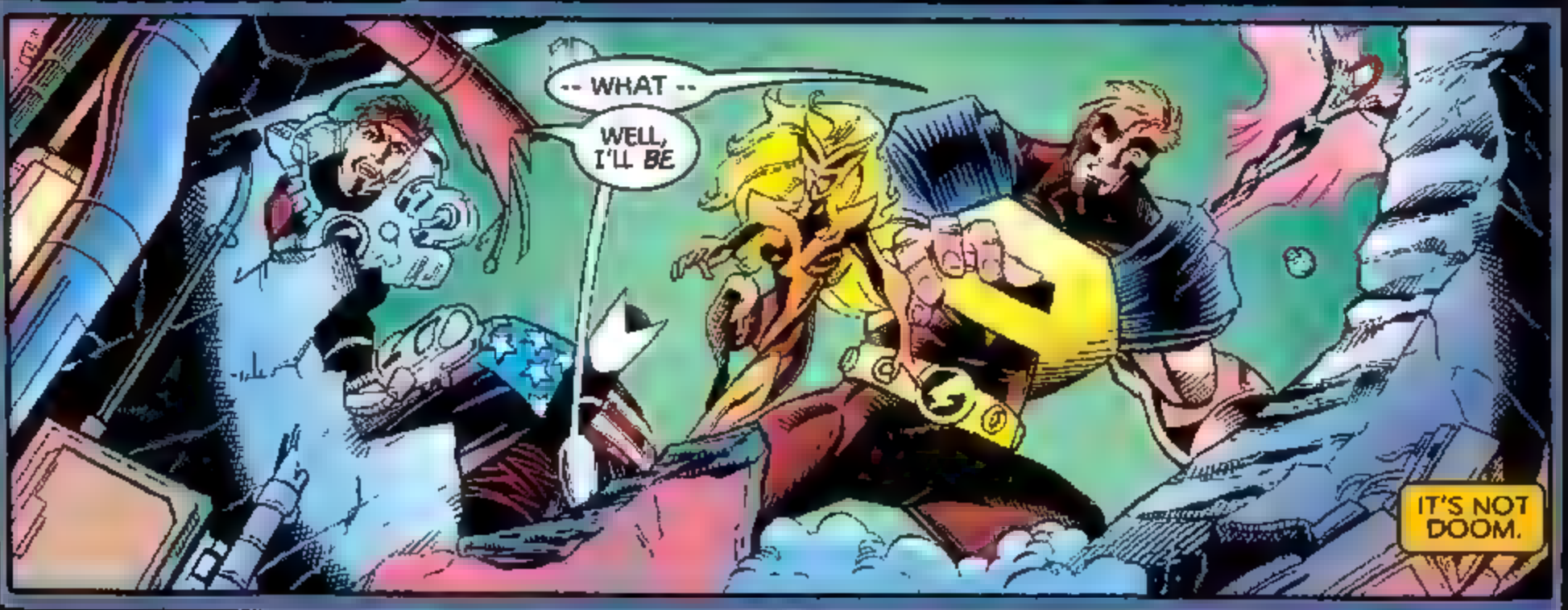
YES.

THE LIFE-READINGS TECHNO WAS REG'ISTERING WERE CONCENTRATED THROUGH THAT WALL. GET US THERE -- NOW!



YOU GOT IT, BOSS! ONE JUMBO, ECONOMY-SIZE HOLE --
-- COMIN' RIGHT UP!

AND WHAT DO WE HAVE FOR THE CONTESTANTS, JOHNNY? WELL, LET'S JUST PULL BACK THE CURTAIN AND SEE WHAT --



-- WHAT --

WELL, I'LL BE

IT'S NOT DOOM.

IT'S ARNIM ZOLA --
THE MAN THEY CALL
THE BIO-FANATIC.

HITLER'S GENETICIST,
THEY SAY HE WAS
A MAN SO BRILLIANT
AND SO TWISTED --

-- THAT ONE OF THE
FIRST THINGS HE DID,
AFTER UNLOCKING THE
SECRETS OF CREATING
ARTIFICIAL LIFE --

-- WAS TO
EXPERIMENT ON
HIMSELF --!

GOOD
EVENING, MY
FRIENDS! I
TRUST YOU DID
NOT HAVE TOO
ARDUOUS A
JOURNEY!

Ah,
BUT YOU WERE
EXPECTING SOMEONE
ELSE. I APOLOGIZE --
BUT HERR DOKTOR
DOOM HAS BEEN
MISSING, OF
LATE --

-- AND MY
CANNON FODDER,
MY MUTATES AND
I HAVE TAKEN
POSSESSION OF HIS
FACILITIES HERE, BUT
PLEASE, COME IN
ANYWAY --

-- I CAN
ALWAYS USE
MORE RAW
MATERIAL!

I HEAR CITIZEN V MURMUR
A COMMAND TO TECHNO,
AND SEE TECHNO TRIGGER
A CIRCUIT IN HIS TECH-PAC --

SO, ZOLA,
IT WAS YOU WHO
SENT THE RAT PACK
TO KIDNAP ORPHANS
FROM THE RAVAGED
NEIGHBORHOODS OF
MANHATTAN --

-- AND
THUS, YOU
WHO HIRED THE
WRECKING
CREW, AS
WELL!?

THE
THUNDERBOLTS
SWORE TO BRING
YOU DOWN FOR
THAT, ZOLA -- AND
BRING YOU DOWN
WE SHALL!

AGAIN
Tom



-- AND MOMENTS LATER, IN A NEARBY TELEVISION STATION --

THE THUNDERBOLTS SWORE TO BRING YOU DOWN FOR THAT, ZOLA --

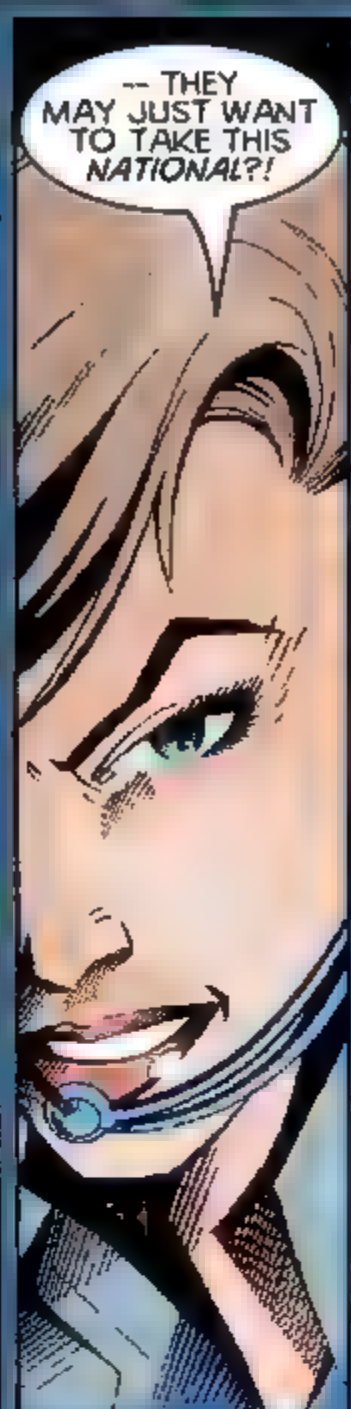
JANEY!
JANEY, GET OVER HERE -- QUICK!



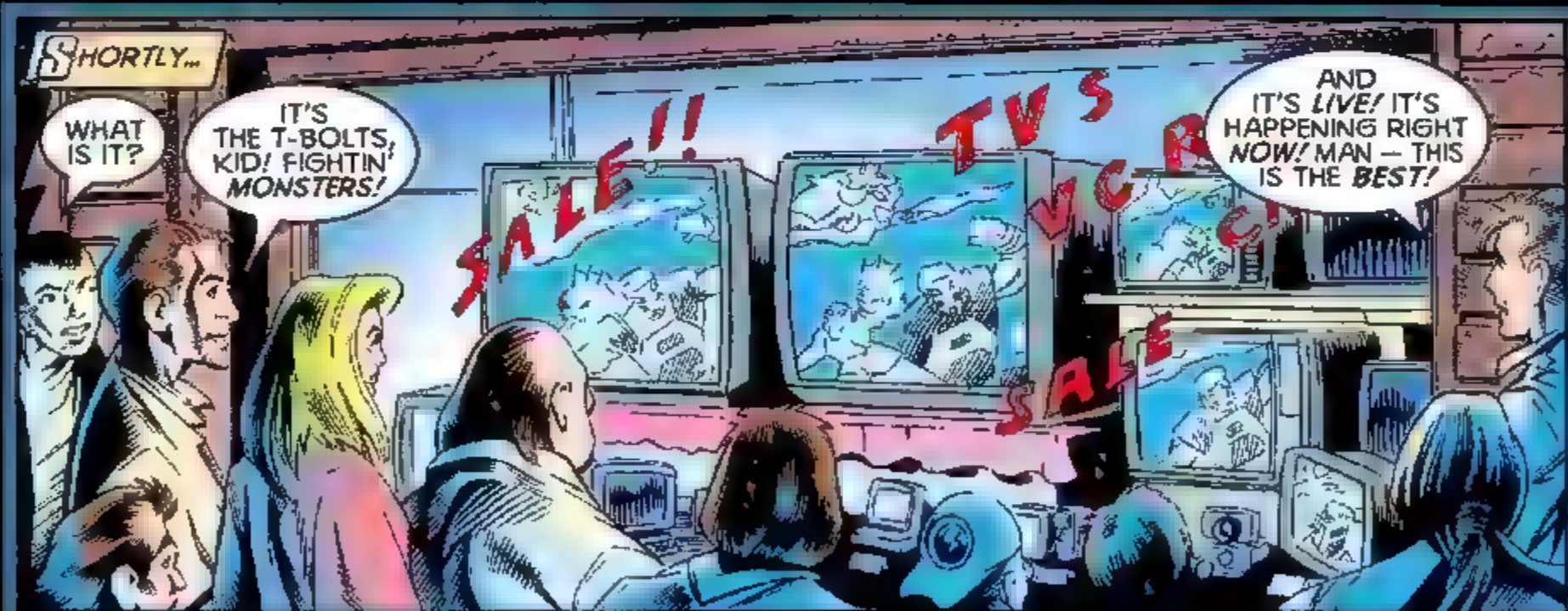
WE'VE GOT A REMOTE BROADCAST COMING IN -- AND I'VE GOT NO IDEA FROM WHERE! IT LOOKS LIVE BUT --

THOSE ARE THE THUNDERBOLTS, GREG! I DON'T CARE WHERE THE FEED'S COMING FROM --

-- I WANT IT ON THE AIR, AND NOW! AND LET THE NETWORK KNOW --



-- THEY MAY JUST WANT TO TAKE THIS NATIONAL?!

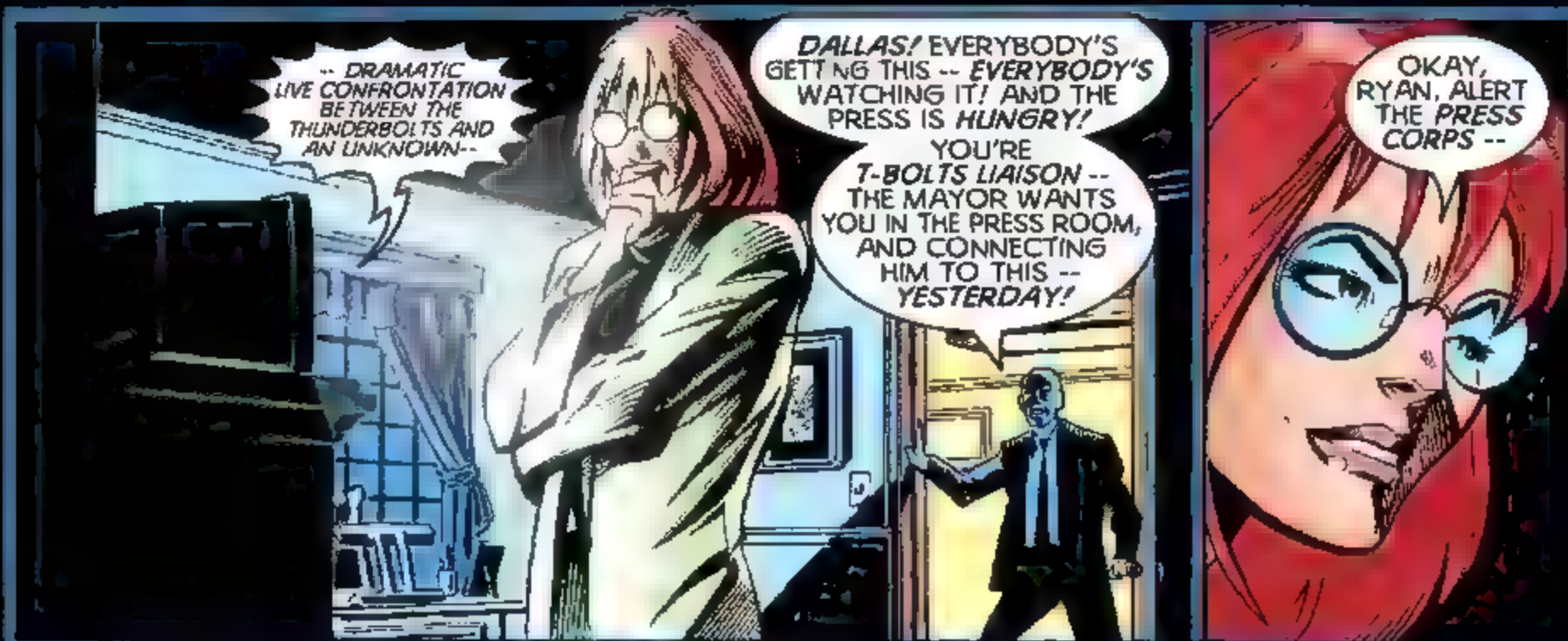


SHORTLY...

WHAT IS IT?

IT'S THE T-BOLTS, KID! FIGHTIN' MONSTERS!

AND IT'S LIVE! IT'S HAPPENING RIGHT NOW! MAN -- THIS IS THE BEST!



-- DRAMATIC LIVE CONFRONTATION BETWEEN THE THUNDERBOLTS AND AN UNKNOWN --

DALLAS! EVERYBODY'S GETTING THIS -- EVERYBODY'S WATCHING IT! AND THE PRESS IS HUNGRY!

YOU'RE T-BOLTS LIAISON -- THE MAYOR WANTS YOU IN THE PRESS ROOM, AND CONNECTING HIM TO THIS -- YESTERDAY!

OKAY, RYAN, ALERT THE PRESS CORPS --

-- I'LL BE
RIGHT
DOWN.

-- SWIFT
AND DECISIVE
ACTION SHOWS THE
TRUE MEASURE OF THE
THUNDERBOLTS --
AND THAT THEY KEEP
THEIR PROMISES,
AS WELL.

-- THAT THE
THUNDERBOLTS
GET THE SAME
SECURITY
CLEARANCES
AS THE F.F. AND
AVENGERS
HAD --
IN ORDER
TO HELP THEM
TO BETTER
PROTECT US
ALL.

MS.
RIORDAN!

MS.
RIORDAN!

THE
THUNDERBOLTS --

-- THIS NEW
DEVELOPMENT --

-- TRUST
IN --

-- BUDGETARY --

MS.
RIORDAN!

NOT A
CLUE...

SO
WHAT'S YOUR
GUESS, DALLAS --
WHERE'S THE
VIDEO FEED
COMING
FROM?

NATURALLY, WE
DON'T KNOW ANY
OF THIS UNTIL LATER --

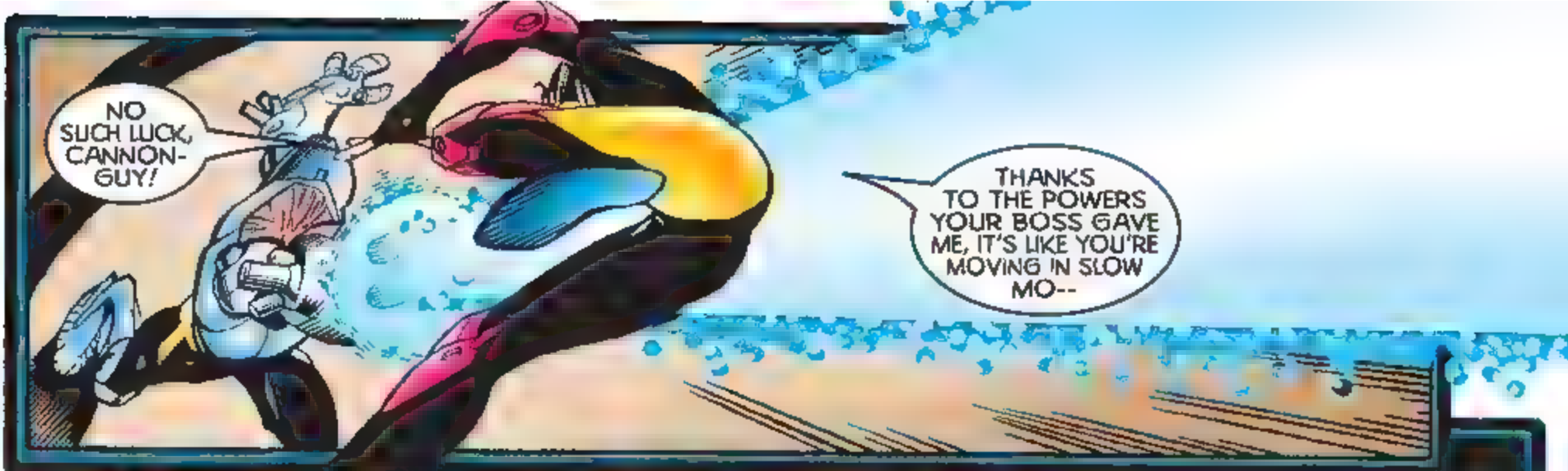
I'M
AUTHORIZED TO
TELL YOU THAT THE
MAYOR WILL BE
MAKING A
RECOMMENDATION,
TO BOTH THE U.N.
AND THE FEDERAL
GOVERNMENT --

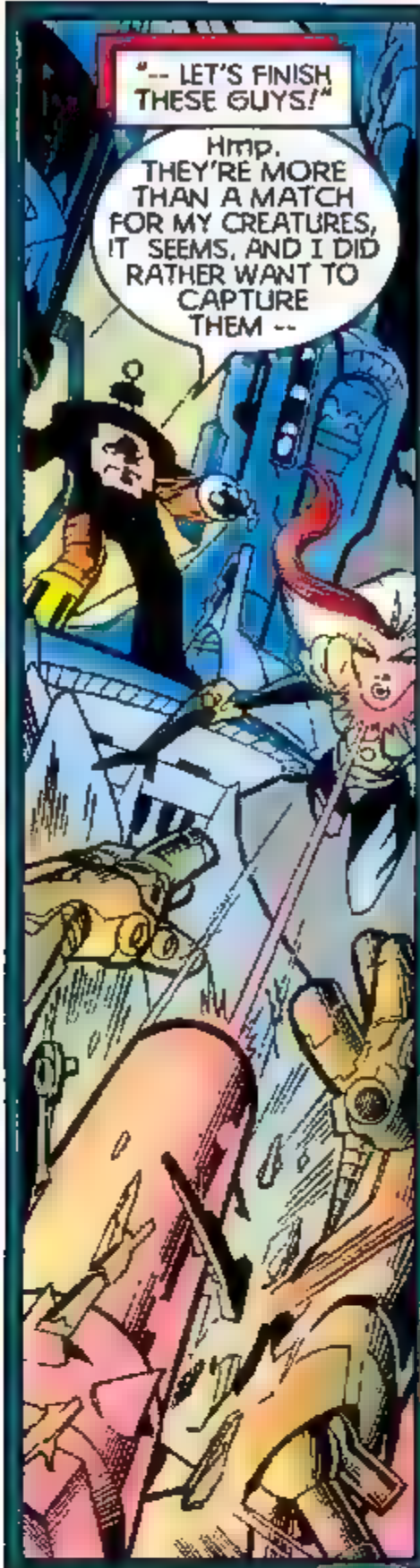
-- SINCE WE'RE A
LITTLE BUSY WITH
ZOLA'S MONSTERS
AND HIS CANNON
FODDER --

HOLD 'EM
OFF, GANG --
A LITTLE LONGER!
I NEED TIME
HERE!

WHOOM
WHOOM
KZAT

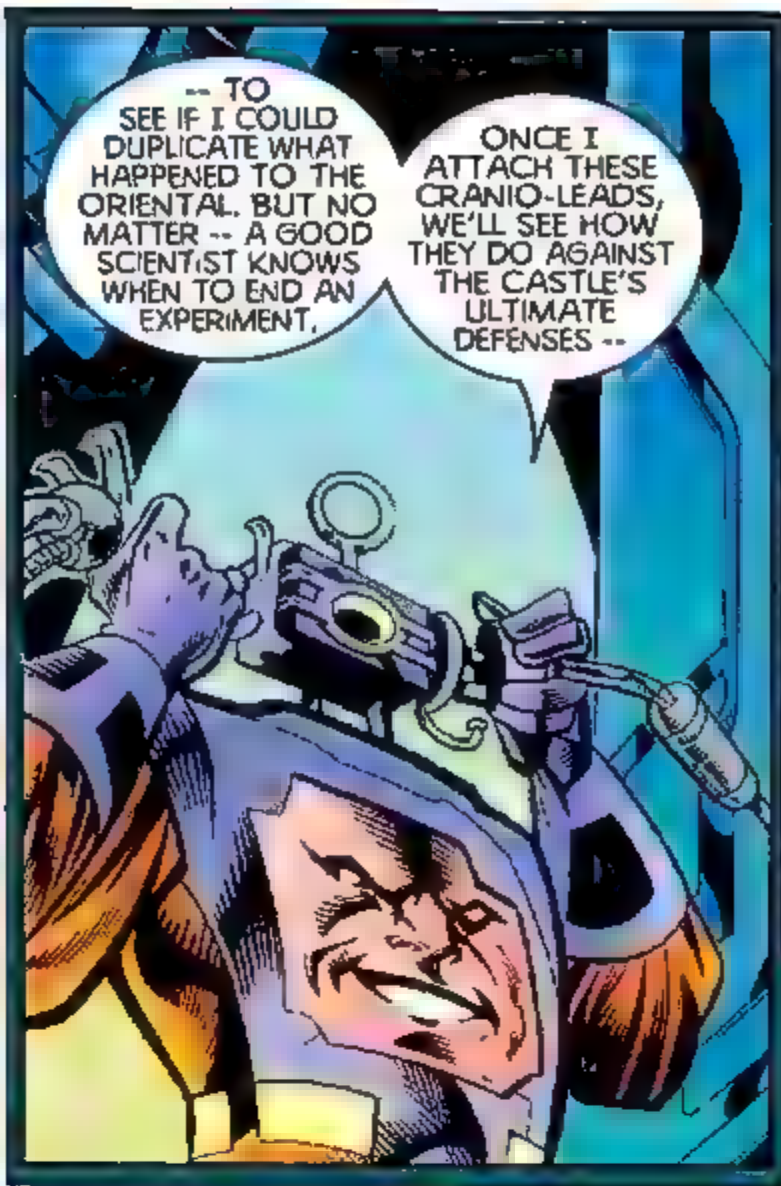
KRAK





"-- LET'S FINISH THESE GUYS!"

Hmp. THEY'RE MORE THAN A MATCH FOR MY CREATURES, IT SEEMS, AND I DID RATHER WANT TO CAPTURE THEM --



-- TO SEE IF I COULD DUPLICATE WHAT HAPPENED TO THE ORIENTAL. BUT NO MATTER -- A GOOD SCIENTIST KNOWS WHEN TO END AN EXPERIMENT.

ONCE I ATTACH THESE CRANIO-LEADS, WE'LL SEE HOW THEY DO AGAINST THE CASTLE'S ULTIMATE DEFENSES --



-- THE **BIO-LITHS!**



WH-WHAT? WHAT'S GOING ON?!

TOO SOON TO TELL, METEORITE! STAY ALERT -- BE READY FOR ANYTHING!

"BE READY FOR ANYTHING." IT'S EASY TO SAY --



-- BUT HARDER TO DO...

THE FLOORS, TOO! IT'S THE WHOLE CASTLE -- IT'S ALIVE!

THE -- THE WALLS! THEY'RE GROWING -- TURNING INTO TENTA --

-- KUH!

NO! NO, IT'S NOT!

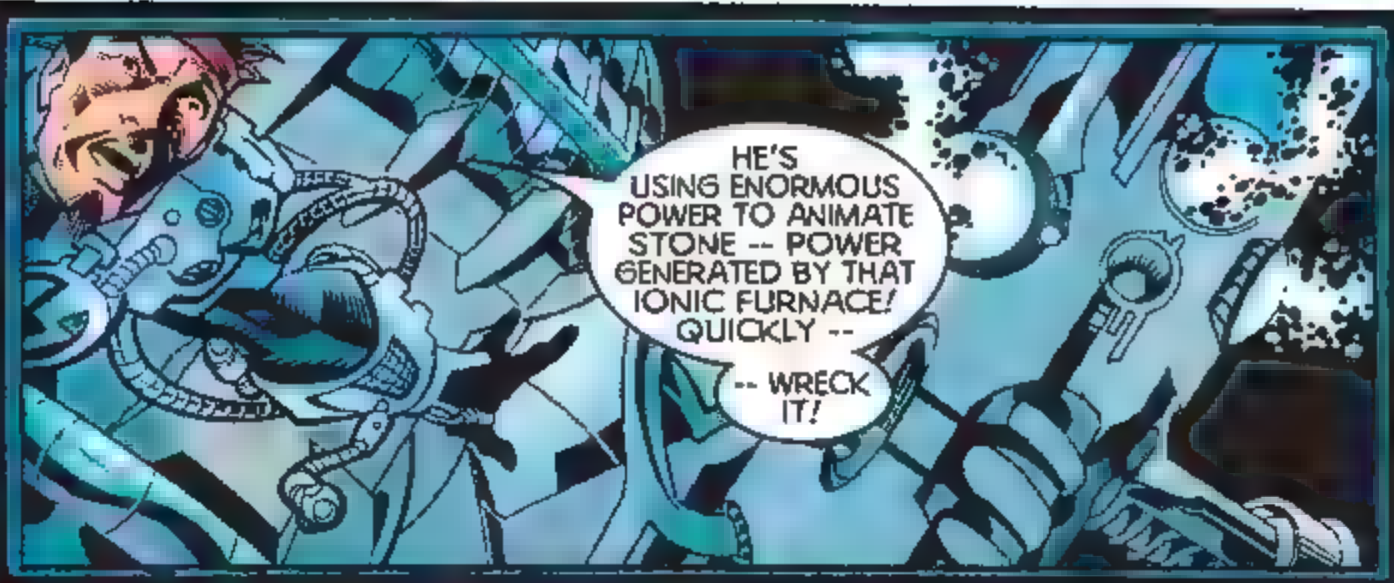


I'VE BROKEN HIS SECURITY SYSTEM -- I'M IN HIS COMPUTER! THE BIO-LITHS ARE IMPLANTS -- ADDITIONS!

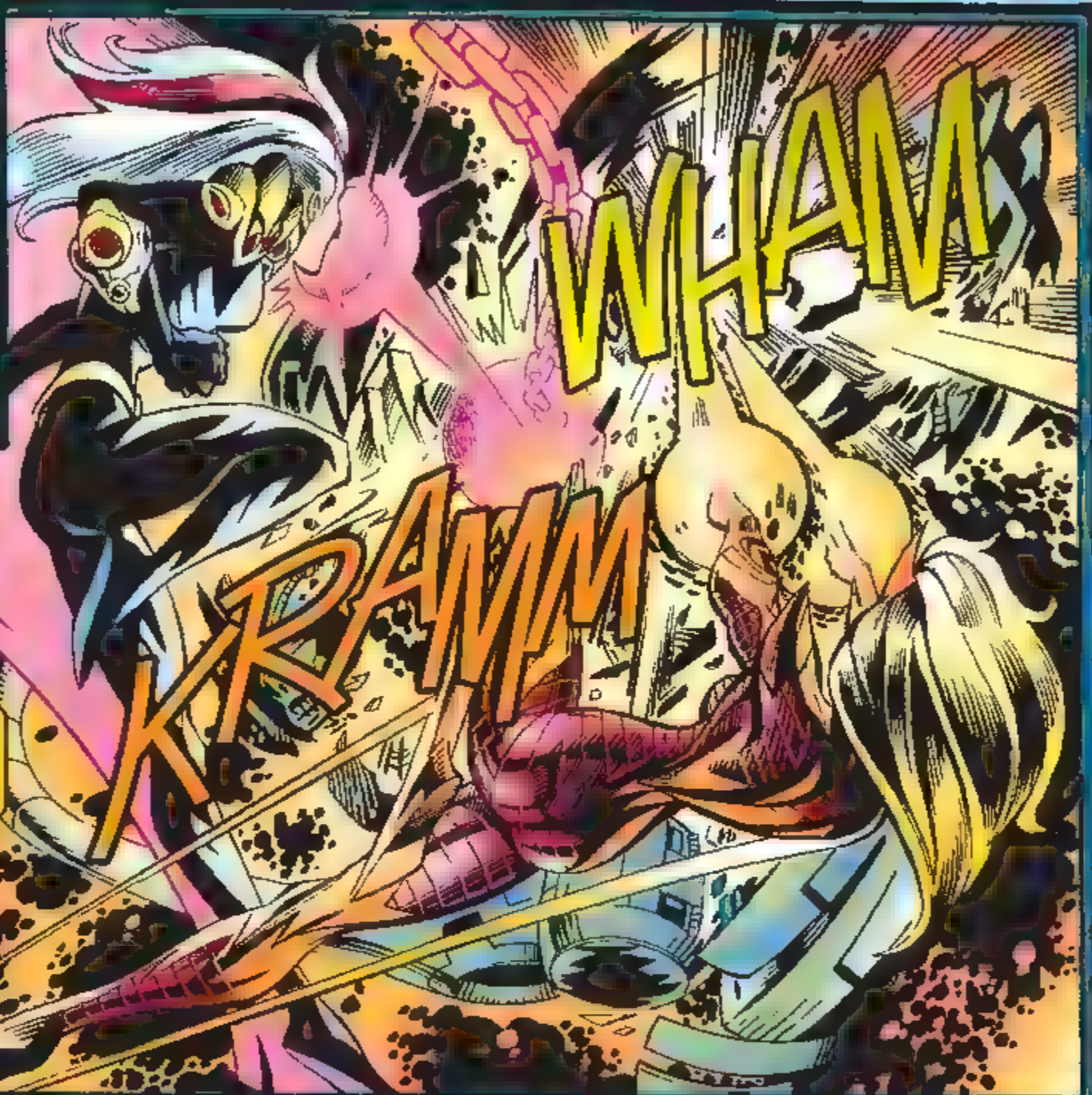
HE'S CONTROLLING THEM --



-- BUT WE CAN STOP THEM!
SONGBIRD, MOONSTONE -- LISTEN!



HE'S USING ENORMOUS POWER TO ANIMATE STONE -- POWER GENERATED BY THAT IONIC FURNACE! QUICKLY --
-- WRECK IT!



THE CASTLE SHUDDERS AND QUAKE AROUND US, THE OTHERS FALLING OR TRAPPED.

BUT WE DUCK THE ATTACKS, REACH THE TARGET --

-- AND THE STONE FALLS BACK, THE ROOM REVERTING TO ITS ORIGINAL SHAPE.



PFAH!

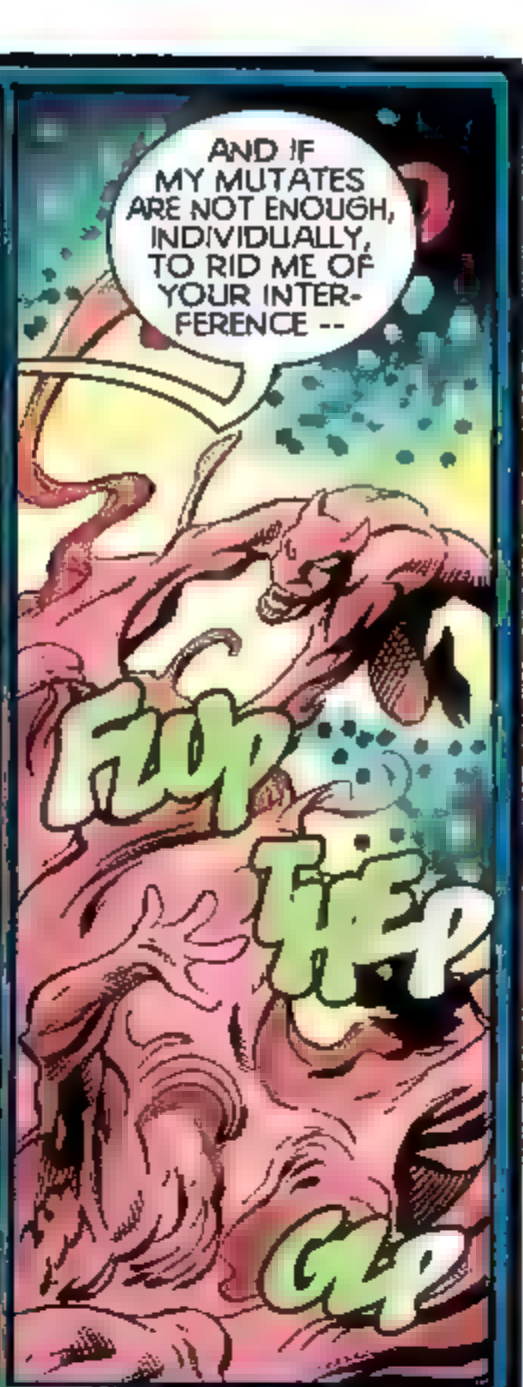
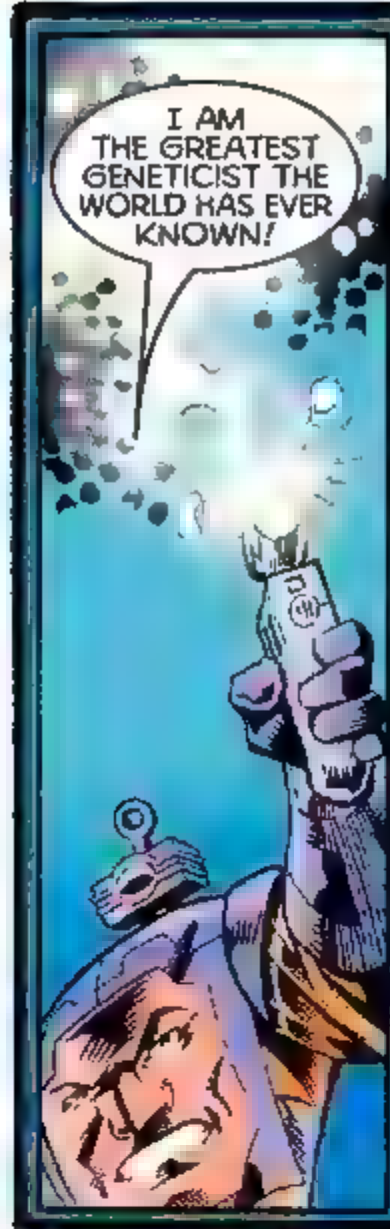
DO CARIBOU RIP OUT THEIR TAGS? DO RATS DESTROY THEIR MAZE?



THESE RATS DO, PAL -- AN' THEN THEY MESS UP THE DOCTORS!

ADMIT IT, ZOLA --
-- YOU'RE FINISHED!

I AM FAR FROM "FINISHED", THUNDERBOLT!





QUICKLY, THUNDERBOLTS! THAT... CREATURE MUST HAVE A HEART, A BRAIN!

IF WE CAN STRIKE AT --

NO! STAY BACK! DON'T HURT IT!

I -- I'VE BEEN TRYING NOT TO THINK ABOUT IT, BUT --

-- BUT I KNOW WHO IT -- WHO THEY ARE...

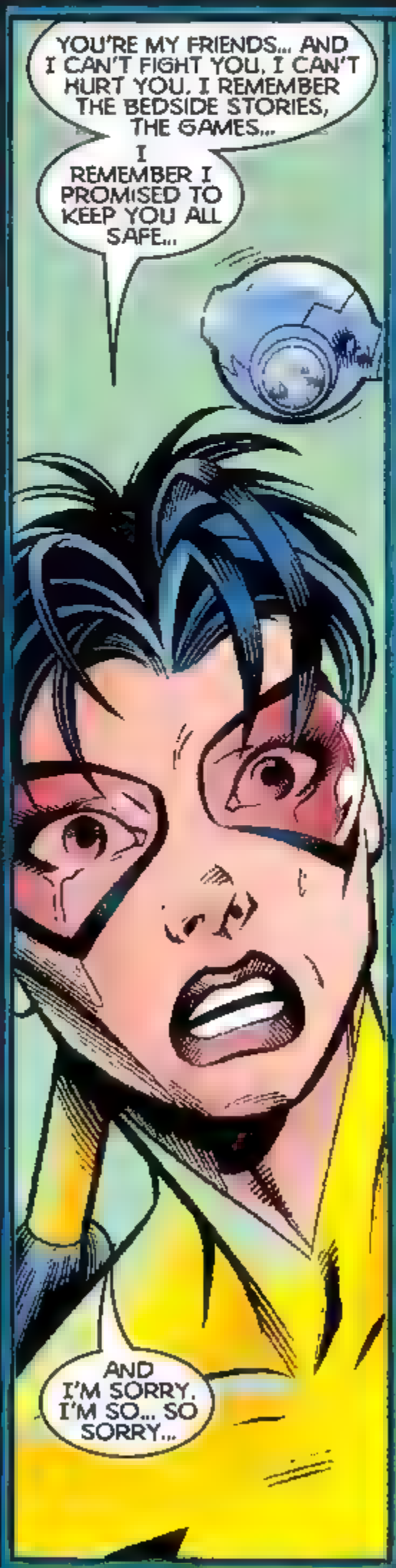


HRRR

I -- I RECOGNIZE YOUR EYES.

THAT'S YOU IN THERE, ISN'T IT? JEFF? CHRISSIE? PETE? THIS IS WHAT THE EXPERIMENTS D'D, ISN'T IT?

THIS IS WHAT I WOULD HAVE BECOME, IF I HADN'T BEEN... DIFFERENT.



YOU'RE MY FRIENDS... AND I CAN'T FIGHT YOU, I CAN'T HURT YOU. I REMEMBER THE BEDSIDE STORIES, THE GAMES...

I REMEMBER I PROMISED TO KEEP YOU ALL SAFE...

AND I'M SORRY. I'M SO... SO SORRY...



TECHNO -- THE MINI-CAMS. IS THIS ALL GOING OUT LIVE?

YOU BET. WHY?



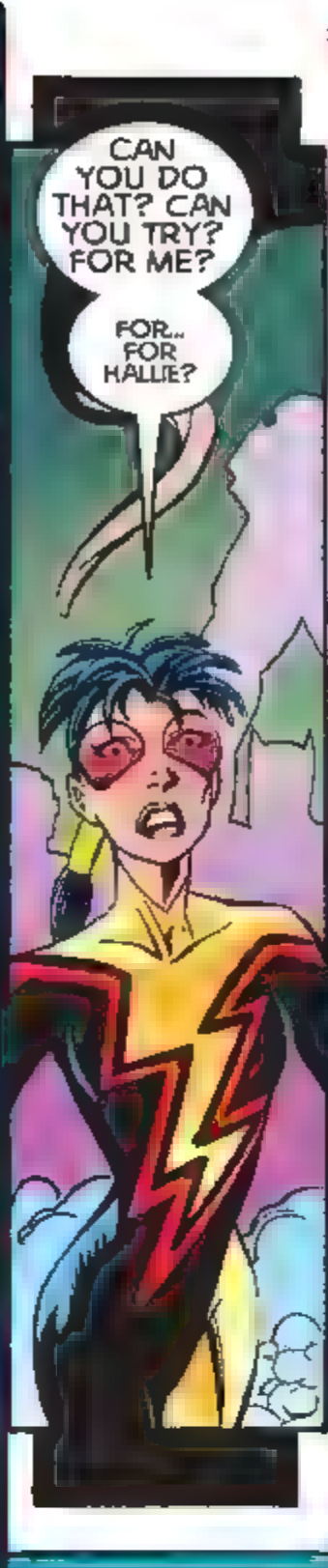
JUST... JUST CURIOUS...



IF YOU WANT TO KILL ME, THEN I WON'T STOP YOU, GO AHEAD.

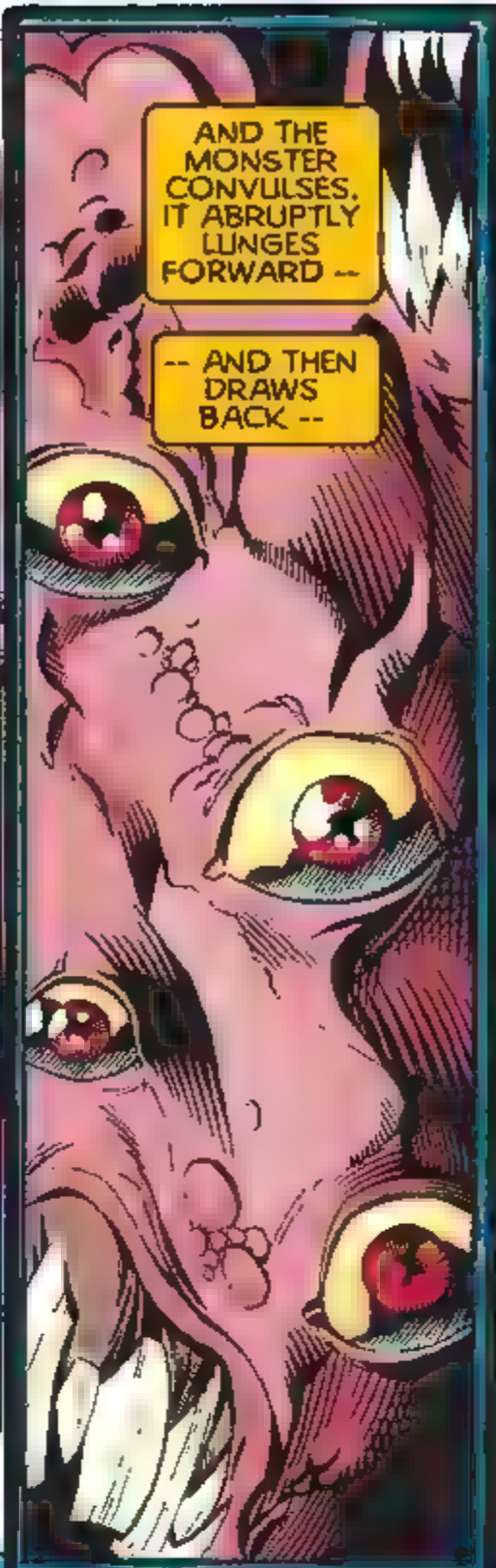
BUT IF YOU'RE STILL ALIVE IN THERE -- IF YOU'RE STILL SOMEHOW...YOURSELVES -- THEN MAYBE WE CAN SAVE YOU.

MAYBE WE CAN REVERSE WHATEVER HE DID TO YOU, IF YOU CAN ONLY BREAK HIS HOLD OVER YOU. IF YOU CAN ONLY TRY.



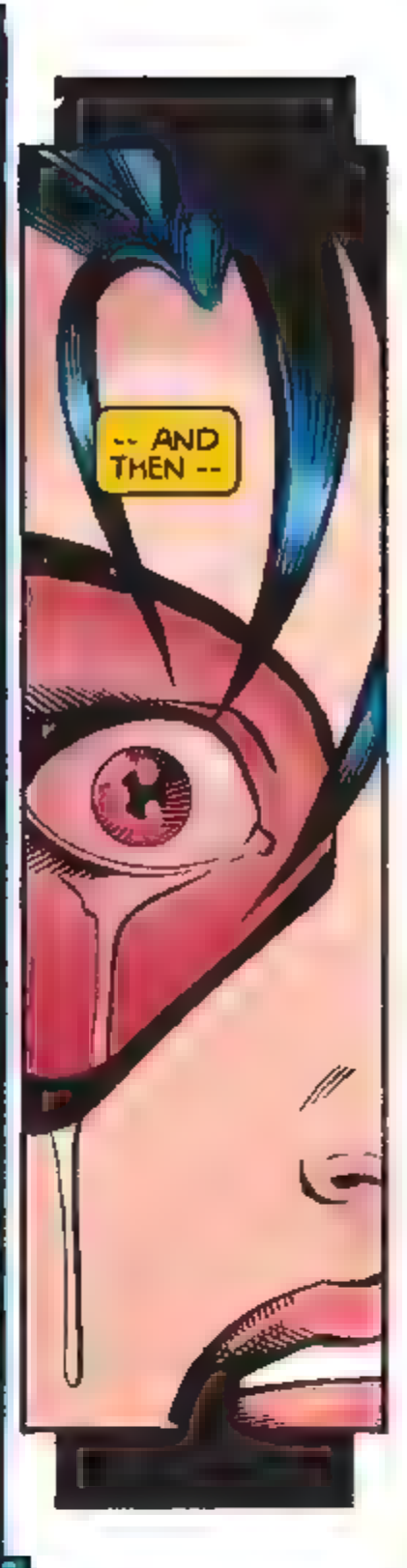
CAN YOU DO THAT? CAN YOU TRY? FOR ME?

FOR... FOR HALLIE?



AND THE MONSTER CONVULSES. IT ABRUPTLY LUNGES FORWARD --

-- AND THEN DRAWS BACK --



-- AND THEN --

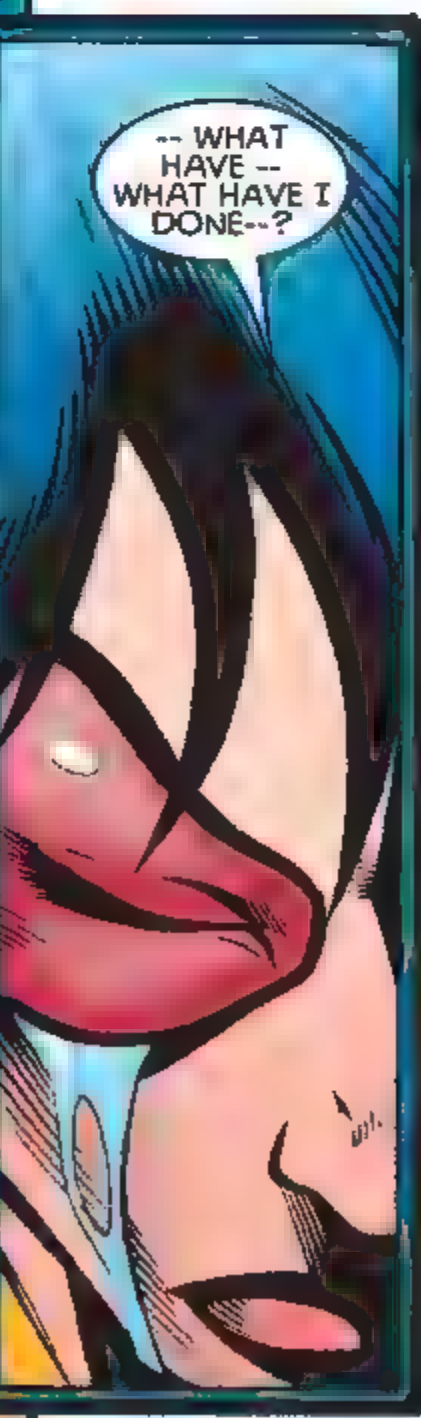


-- AND THEN --

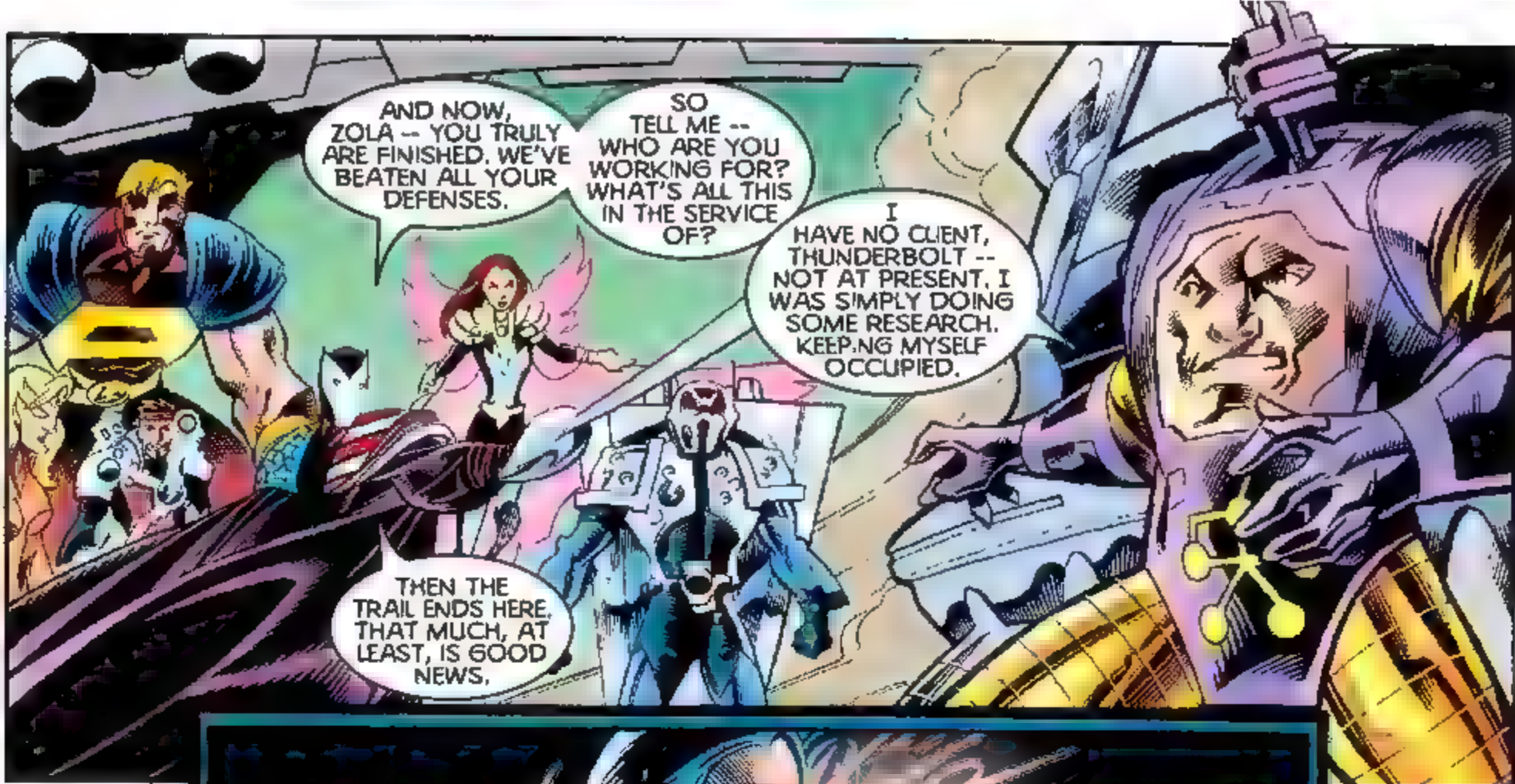


Oh! Oh, GOD --

-- WHAT HAVE YOU DONE?



-- WHAT HAVE -- WHAT HAVE I DONE--?



AND NOW, ZOLA -- YOU TRULY ARE FINISHED. WE'VE BEATEN ALL YOUR DEFENSES.

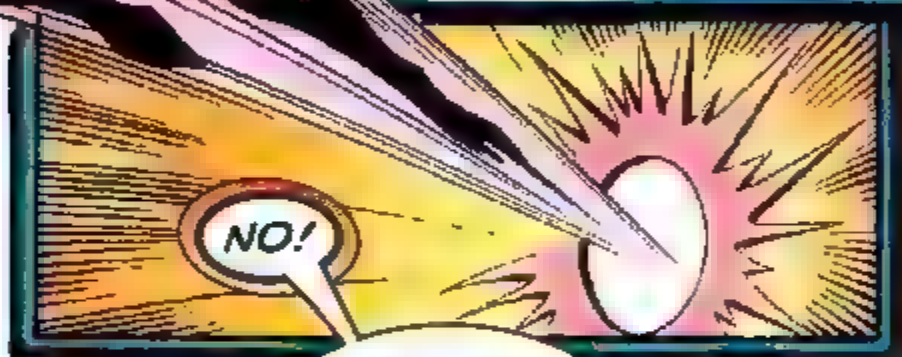
SO TELL ME -- WHO ARE YOU WORKING FOR? WHAT'S ALL THIS IN THE SERVICE OF?

I HAVE NO CLIENT, THUNDERBOLT -- NOT AT PRESENT, I WAS SIMPLY DOING SOME RESEARCH. KEEPING MYSELF OCCUPIED.

THEN THE TRAIL ENDS HERE. THAT MUCH, AT LEAST, IS GOOD NEWS.

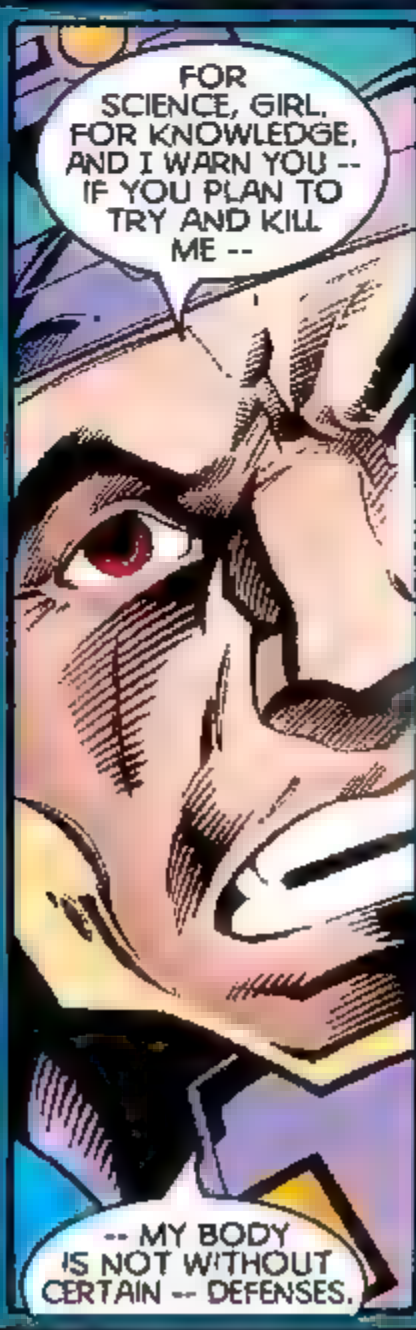


GOOD -- NEWS? THAT HE -- THAT HE DID THIS TO KEEP HIMSELF "OCCUPIED"?



NO!

YOU CAN'T TELL ME THIS! YOU CAN'T TELL ME THAT YOU -- YOU VIOLATED, MURDERED, TORTURED HELPLESS HUMAN BEINGS -- JUST FOR **FUN?!?**

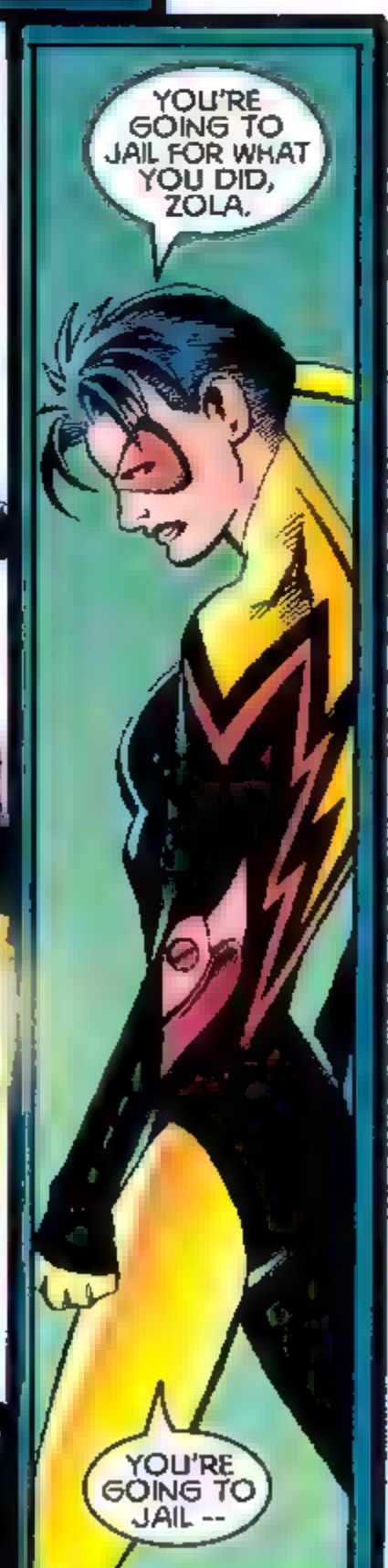


FOR SCIENCE, GIRL, FOR KNOWLEDGE, AND I WARN YOU -- IF YOU PLAN TO TRY AND KILL ME --

-- MY BODY IS NOT WITHOUT CERTAIN -- DEFENSES.



KILL YOU? NO. NO, I DON'T THINK SO. I WOULDN'T SINK TO YOUR LEVEL.



YOU'RE GOING TO JAIL FOR WHAT YOU DID, ZOLA.

YOU'RE GOING TO JAIL --



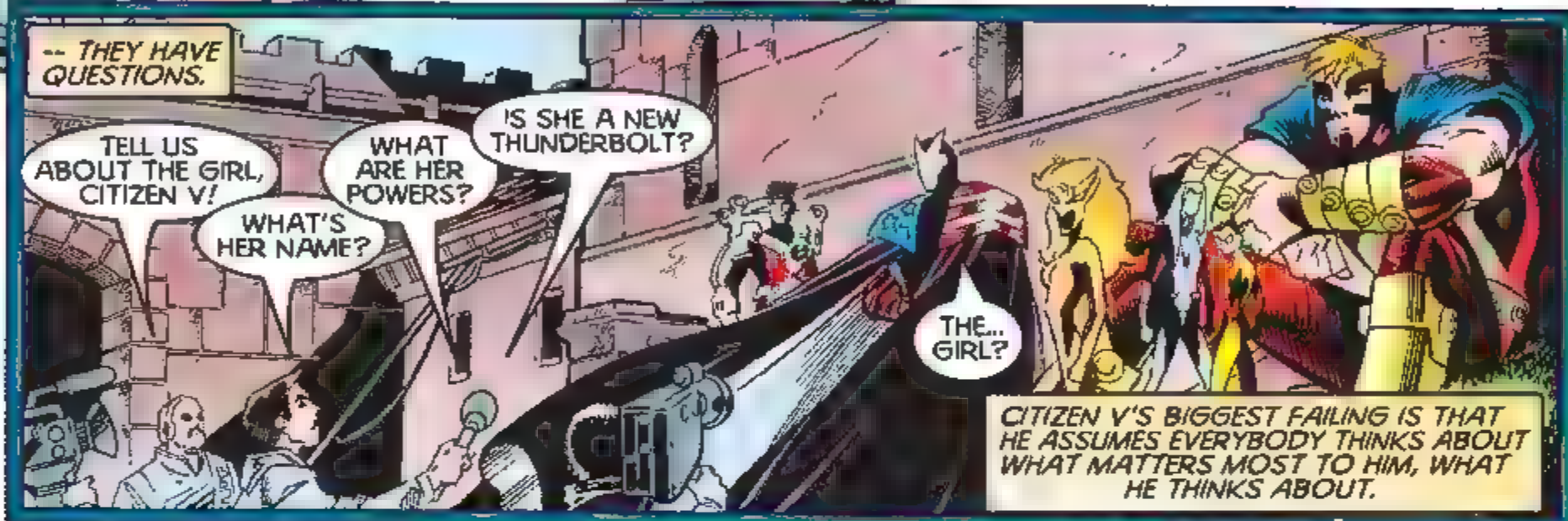
-- AND I HOPE YOU ROT THERE!

AND ALL AMERICA WATCHES.



IN MINUTES, THE FIRST OF THE NEWSVANS PULLS UP.

THEY'VE TRACKED THE SIGNAL, FIGURED OUT WHERE WE ARE, AND AS THEY ALWAYS DO --



-- THEY HAVE QUESTIONS.

TELL US ABOUT THE GIRL, CITIZEN V!

WHAT'S HER NAME?

WHAT ARE HER POWERS?

IS SHE A NEW THUNDERBOLT?

THE... GIRL?

CITIZEN V'S BIGGEST FAILING IS THAT HE ASSUMES EVERYBODY THINKS ABOUT WHAT MATTERS MOST TO HIM, WHAT HE THINKS ABOUT.



HE DIDN'T REALIZE THE IMPRESSION SHE MADE.

WELL, SHE...

THE SMARTEST THING FOR HIM TO DO IS TO PLAY PROTECTOR -- TELL THEM WE'LL FIND HER NEAREST RELATIVES, PUT HER IN THEIR CARE, THEY'D LIKE THAT.

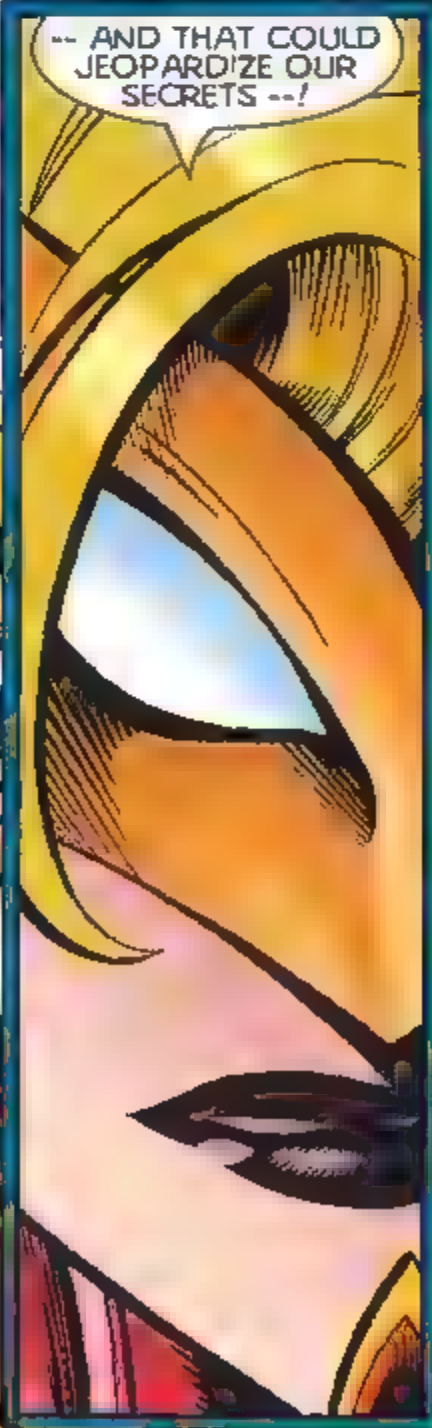
BUT THERE'S ANOTHER OPTION THAT'S NOT SO SMART -- FOR HIM, ANYWAY -- SO I TRIGGER MY HELMET RADIO, LINK TO HIS --

-- AND PUSH HIM INTO IT.

THEY LOVE HER, CITIZEN V. SHE'S THE DARLING OF THE MOMENT, THE HERO OF THE DAY. SHE'LL BRING US EVEN MORE RESPECTABILITY.

OF COURSE, IF YOU DON'T MAKE HER A MEMBER --

-- THEY'LL WANT TO KNOW WHY --



-- AND THAT COULD JEOPARDIZE OUR SECRETS --!



HE GOES FOR IT.

THE YOUNG LADY IS NOT CURRENTLY A MEMBER OF THE THUNDERBOLTS, NO --

-- BUT IF SHE'D LIKE TO JOIN US, WE'D BE HONORED TO COUNT HER AS A MEMBER.

ME? YOU'RE INVITING ME TO JOIN?

I --



-- I --

-- I ACCEPT.

I'M FLATTERED, AND I'M GRATEFUL FOR THE OFFER --

-- AND IF I CAN USE MY POWERS TO MAKE SURE OTHERS DON'T HAVE TO GO THROUGH WHAT HAPPENED HERE TODAY --

-- WELL, I'LL DO MY BEST. AND AS FOR A NAME --

-- I GUESS YOU CAN CALL ME JOLT!

THE NEWSMEN APPLAUD, AND CHEER -- AND JUST LIKE THAT, A NEW DYNAMIC ENTERS THE THUNDERBOLTS.

A PASSIONATE, IDEALISTIC HEART TO COUNTER CITIZEN V'S INTELLECTUAL LEADERSHIP.



THIS CREATES ALL KINDS OF POSSIBILITIES -- OF OPPORTUNITIES. AND IF SOMEONE WAS SMART ENOUGH --

-- WELL, SHE COULD TURN THOSE OPPORTUNITIES VERY MUCH TO HER OWN ADVANTAGE --!

NEXT THE T-BOLTS OUT OF COSTUME! OUT ON THE TOWN! AND OH, YEAH --

The GROWING MAN!



REVEALED! THE ORIGIN OF THE
THUNDERBOLTS

MARVEL
COMICS

'97

ANNUAL



JOHN
KIMBLE
BRYAN



A LANDMARK IN THE LIVES OF MARVEL'S MIGHTIEST MISCREANTS!

THE ORIGIN OF THE THUNDERBOLTS!

HER NAME IS HELEN TAKAHAMA -- BETTER KNOWN AS "HALLIE" TO HER FRIENDS, AND AS "JOLT" TO AN INCREASINGLY ADMIRING PUBLIC.

AND IN RECENT MONTHS, SHE'S BEEN THROUGH A GREAT DEAL.

SHE LOST HER PARENTS IN THE ONSLAUGHT DISASTER -- A COSMIC BATTLE THAT DESTROYED PORTIONS OF MANHATTAN, AS WELL AS APPARENTLY CLAIMING THE LIVES OF THE WORLD'S MOST TRUSTED HEROES.

SHE WAS KIDNAPPED BY THE RAT PACK, AND TORTURED AND EXPERIMENTED ON BY ARNIM ZOLA, THE BIO-FANATIC --

-- IN THE PROCESS GAINING SUPER-POWERS -- PHENOMENAL REFLEXES, ENHANCED SPEED AND STRENGTH, AND THE ENERGY-GENERATING ABILITIES THAT GIVE HER HER CODENAME

A LESSER WOMAN WOULD HAVE CRACKED UNDER THE STRAIN, BUT HALLIE HAS COPEDED HEROICALLY AND ADMIRABLY --

-- IN PART DUE TO HER BEING TAKEN UNDER THE WING OF THE THUNDERBOLTS, THE BOLDEST AND MOST POPULAR SUPER-TEAM TO HIT MANHATTAN SINCE THE DEBUT OF THE AVENGERS, YEARS AGO.

BUT THERE IS STILL MUCH ABOUT HER TEAMMATES THAT HALLIE DOES NOT KNOW...



DAWKWARD QUESTIONS

THEY STAND BELOW HER --

--HOW'D
I DO?

WELL, THE
ROMANIAN
JUDGE MAY'VE
CAUGHT A FAULT
OR TWO, KIDDO --
BUT FROM WHERE
I STAND, YOU'RE
LOOKIN' GOOD!

-- MACH-1,
SONGBIRD,
METEORITE,
TECHNO,
ATLAS AND
CITIZEN V --

SO,
FOLKS --

DIAGNOSTICS
ARE WORKING. WE
SHOULD HAVE
RESULTS ANY--

-- ah.
HERE THEY
ARE.

-- AS SHE
NAVIGATES
HER WAY
THROUGH AN
OBSTACLE
COURSE
DESIGNED TO
TEST HER
AGILITY AND
ENDURANCE --

-- AND TO
LOCATE THE
SOURCE OF
HER POWERS.

LOOKS
LIKE YOU
ABSORB VIRTUALLY
ANY SOURCE OF
AMBIENT ENERGY --
SUNLIGHT, STATIC
ELECTRICITY,
THAT SORT OF
THING --

-- AND
USE IT TO
FUEL BOTH
YOUR PHYSICAL
ABILITIES AND
YOUR "JOLT"
PUNCHES.

PROVIDED
YOU DON'T
OVEREXTEND
YOURSELF, I
SEE NO REASON
YOU SHOULD
EVER NEED TO
WORRY ABOUT
RUNNING
DOWN.

COOL!

I'LL
SHOW YOU
THE READOUTS,
BUT IN THE MEAN-
TIME -- ANY
QUESTIONS?

WELL,
NOT ABOUT
MY POWERS --
BUT I DO HAVE
A QUESTION
ABOUT THE
THUNDER-
BOLTS --

-- ABOUT
THE TEAM.

I KNOW
YOU GOT TOGETHER
TO TAKE UP THE SLACK
WHEN THE AVENGERS AND
THE F.F. DIED, AND I'M
GRATEFUL YOU ALLOWED
ME TO JOIN --

-- BUT,
WELL, HOW
DID CITIZEN V
FIND YOU, AND
RECRUIT YOU
ALL?

Eh...

AN...
EXCELLENT
QUESTION,
JOLT.

BUT AN INVOLVED ONE, THAT MERITS A FULL ANSWER. WHY DON'T YOU SHOWER AND CHANGE, AND THEN MEET ME IN MY OFFICE?

THAT'LL GIVE ME A CHANCE TO... COLLECT MY THOUGHTS, AND I'LL BE ABLE TO TELL YOU EVERYTHING YOU WANT TO KNOW.

IN HIS OFFICE, CITIZEN V CONSIDERS HOW TO BEST HANDLE THE SITUATION. HE NEEDS TO STICK AS CLOSE TO THE TRUTH AS HE CAN, SINCE THE OTHERS WILL HAVE TO STAY CONSISTENT WITH WHATEVER HE TELLS HER.

HE CAN'T TELL HER THE ACTUAL TRUTH, OF COURSE --

-- THAT THEY'RE REALLY THE ELITE CADRE OF SUPER-VILLAINS KNOWN AS THE MASTERS OF EVIL, POSING AS HEROES TO WORM THEIR WAY PAST SOCIETY'S DEFENSES.

NO, THAT WOULDN'T DO.

THAT WOULDN'T DO AT ALL.

Uh, CITIZEN V? ARE YOU READY FOR ME?

NOT FOR THE FIRST TIME, HE WISHES METEORITE HADN'T TALKED HIM INTO OFFERING HER A PLACE ON THE TEAM.

OF COURSE, MY DEAR. HAVE A SEAT.

NOW, YOU WANTED TO KNOW HOW THE TEAM CAME TOGETHER, HOW I FOUND SO MANY UNKNOWN SUPER HEROES IN SUCH SHORT ORDER.

SURE THING, C.V. I AM A LITTLE SWEATY FROM THE WORK-OUT, AT THAT.

I'LL SEE YOU IN TWENTY.

LOOK, YOU DON'T HAVE TO TELL ME, IF--

NO, NO -- WE HAVE NOTHING TO HIDE, NOT FROM ONE OF OUR OWN.

I SUPPOSE I'D BETTER START WITH MYSELF...

2 THE SEARCH BEGINS

"WHILE YOU MAY NOT HAVE BEEN AWARE OF ME -- IN THIS IDENTITY, AT LEAST -- I COME FROM AN ILLUSTRIOUS FAMILY, WITH A RICH AND STORIED HERITAGE.

"I HAVE SPENT YEARS STUDYING AN TRAINING, AND LONG AGO DEVOTED MY LIFE TO... TO MAKING A DIFFERENCE IN THIS WORLD.

"SADLY, HOWEVER, AS LATE AS A FEW MONTHS AGO, I HAD NOT MANAGED TO REALIZE MY AMBITIONS. NOT TO MY SATISFACTION, AT LEAST."

HIDING LIKE A WHIPPED CUR, WHILE HIS WIFE LIES DEAD IN PRISON AND HIS ENEMIES FLOURISH?

IT IS INTOLERABLE! INTOLERABLE!

BLAST IT!

IS THIS WHAT IT COMES TO?

THE GREAT **BARON ZENO** -- A PATHETIC ESCAPEE, HIDING IN A SUB-BASEMENT IN HIS OWN CASTLE?

KRAANG

"BUT I DID NOT GIVE IN TO DESPAIR, TO FRUSTRATION. I WAS... I WAS RAISED BETTER THAN THAT."

BUT NO.

I AM A ZEMO. AND A ZEMO NEVER SURRENDERS. ALL DEFEATS ARE MERELY SETBACKS, ALL ENEMIES MERELY OBSTACLES TO BE OVERCOME.

IT IS MY DESTINY -- MY BIRTHRIGHT -- TO TRIUMPH. TO RULE. AND RULE I SHALL.

I HAVE THE DRIVE. I HAVE THE SKILL. ALL I REQUIRE... IS A NEW BATTLE PLAN.



"WITH LITTLE BEYOND *CURIOSITY*, I BEGAN USING MY SCIENTIFIC EXPERTISE TO SCAN BEYOND THE REALITY OUR *SENSES* PERCEIVE --

"-- SEARCHING THE DIMENSIONS THAT BORDER OURS FOR SOMETHING TO INSPIRE ME, TO GIVE ME NEW *PURPOSE*.

PERHAPS I CAN FIND A *POWER SOURCE* -- OR A *GATEWAY*, INTO A REALM I COULD INVADE, ENSLAVE --

-- AND MOUNT AN *ARMY* WITH WHICH TO *CONQUER EARTH*!

"BUT AS I *WORKED*...

AAAAAAAAAAAA

THAT -- THAT NOISE! IT SOUNDS LIKE A HUMAN VOICE -- *SCREAMING!*

WHAT IS THIS *WAVE-LENGTH*?

"I TRIED TO ISOLATE THE *SOURCE* -- TO MAKE CONTACT WITH WHATEVER WAS SENDING IT. BUT ALL I COULD GET WAS AN *ELECTRICAL SIGNAL* --



"-- AN *EEG*, IN FACT -- AND ONE WHOSE DISTINCTIVE PATTERNS I *RECOGNIZED*.

IT CAN'T BE *HIM* -- CAN IT?

"MY WORK HAD BROUGHT ME INTO CONTACT WITH MANY OTHER ADVENTURERS, EXPLORERS -- AND IF I WAS *RIGHT* --



"-- I'D MADE *EXTRADIMENSIONAL* CONTACT WITH A MAN I KNEW VERY WELL. A MAN WHO WAS *SUFFERING*, AND NEEDED MY *HELP*.

"BUT A WISE MAN KNOWS HIS *LIMITATIONS*, AND I KNEW BETTER THAN TO ACT *ALONE*. I CHECKED MY *RECORDS*, TO *CONFIRM* MY *HYPOTHESIS* --

"-- AND SET OUT TO BRING IN THE ASSISTANCE THE *SITUATION DEMANDED*."



TECHNICAL SUPPORT

"I SAID I KNEW OTHER EXPLORERS, CHILD -- BUT I WOULD NOT WANT TO GIVE YOU THE WRONG IMPRESSION. THERE ARE MANY MEN --

"-- WHO CHALLENGE THE UNKNOWN WITHOUT BENEFIT OF COSTUME OR SUPER-POWERS, WHO EXPLORE THE FRONTIERS OF THE MIND, OF SCIENCE.

"IT WAS JUST SUCH A MAN I TRAVELED TO... TO A SUBURB OF MINNEAPOLIS TO FIND..."

HOLD IT RIGHT THERE. DON'T MOVE. NOW, SAY SOMETHING.

WHAT IS THE MEANING OF THIS INDIGNITY?

VOICE-PRINT ANALYSIS AND BIO-SCAN CONFIRM IDENTITY.

NOT THAT IT'D BE HARD TO TELL, ANYWAY -- NOT WITH A CHEERY DISPOSITION LIKE THAT. WELCOME TO ATLANTA, BARON.

COME ON IN. AND OUT OF RESPECT FOR OUR PAST ASSOCIATIONS --

-- I WON'T EVEN ASK YOU TO CHECK YOUR WEAPONS IN THE UMBRELLA STAND. QUITE AN ARSENAL YOU'VE GOT THERE, BY THE WAY --

-- I PARTICULARLY LIKE THE MICRO-TECH AGONY PAD YOU'VE GOT THERE STRAPPED TO YOUR RIBS. YOUR FATHER'S DESIGN? OR A.I.M.?

Eh--?

"THE DOOR OPENED SMOOTHLY, BUT WITH NO ONE BEHIND IT --

"-- AND I STEPPED INTO A **WONDERLAND OF MACHINERY**. THE ENTIRE HOUSE HAD BEEN **GUTTED** --

"-- AND REBUILT OUT OF **DENSELY-PACKED CIRCUITRY** THAT PERFORMED FUNCTIONS ONLY THEIR **DESIGNER** COULD FATHOM.

"THE EFFECT WAS -- **DISORIENTING**, TO SAY THE LEAST."

I TURNED OFF THE HOLOGRAMS JUST FOR YOU, BARON. IF YOU WERE THE PIZZA BOY, OR A DOOR-TO-DOOR SALESMAN --

-- ALL YOU'D SEE IS SOME ETHAN ALLEN FURNITURE, WALLPAPER IN A FLEUR-DE-LIS PATTERN, AND A FADED RUNNER CARPET.

NOT THAT A SALESMAN WOULD HAVE MADE IT THIS FAR, OF COURSE.

I TIRE OF SPEAKING TO THIN AIR. WHERE ARE YOU?

Oh, I'M DOWN BELOW. CARE TO JOIN ME?

STAIRS? Oh, COME NOW, BARON --

-- WHAT DO YOU NEED STAIRS FOR?

"THE HALLWAYS **SHUDDERED** AROUND ME, AND WITH A LOW THRUM, THE ENTIRE FLOOR BEGAN TO SINK **DOWNWARD** INTO THE EARTH --

IF I DIDN'T, I WOULDN'T BE HERE. WE HAVE **BUSINESS** TO DISCUSS, YOU AND I.

IF YOU'LL INDICATE WHERE I MIGHT FIND THE **STAIRS**?

"-- TAKING ME LOWER AND LOWER, FAR DEEPER THAN ANY BASEMENT COULD **POSSIBLY GO** --"

"— UNTIL, FINALLY, SEVERAL HUNDRED YARDS BELOW THE STREET, AND AFTER A VERTICAL PARADE OF TECHNOLOGICAL BAFLEMENT — IT STOPPED.

"IT WAS ALL THIS THAT I HAD COME TO TAKE HIM AWAY FROM — ALL THIS DEDICATED, REWARDING WORK. IT WOULD NOT BE EASY.

"BUT MY PURPOSE WAS NOBLE AND MY NEED *SINCERE*.

"I HAD TO MAKE THE EFFORT."

HELLO, *FIXER*.

HIYA, *BARON*. HOW'S IT HANGING?

I AM AS WELL AS CAN BE EXPECTED, THANK YOU FOR ASKING. AND YOU?

BORED OUT OF MY SKULL, THAT'S WHAT.

IN THE PAST FEW MONTHS, I'VE DESIGNED AND BUILT A COMPLETELY-INTERACTIVE CABLE DECODER, AN AUTOMATED AEROBIC EXERCISER —

— A GOURMET COFFEE SYNTHESIZER, AND ALL THIS —

— WHICH AMOUNTS TO A VIRTUAL-REALITY FILM-RESTORATION AND EDITING SYSTEM.

RIGHT NOW, I'VE GOT *GODZILLA* PLAYING THE *PETER LORRE* PART IN "*CASABLANCA*."

I'M SICK OF *PUTTERING*, *BARON*. TELL ME YOU'VE GOT SOMETHING FOR ME — A NEW CHALLENGE, NEW TECHNOLOGY, NEW SOMETHING.

I'VE GOTTEN ALL I'M GOING TO OUT OF *THIS* MESS.

I'VE GOT SOMETHING FOR YOU.

GREAT. I'M YOUR MAN.

"FINALLY, I MANAGED TO CONVINCE HIM —

"... AND HE RETURNED WITH ME TO MY HOME BASE, TO SEE ABOUT RESCUING MY...FRIEND."

THAT'S JOSTEN, ALL RIGHT. AND FROM THE READINGS, IT LOOKS LIKE HE'S UNDER STRESS -- POSSIBLY BEING TORTURED.

THIS IS A TRICKY ONE -- AN EXTRADIMENSIONAL EXTRACTION, NO DIRECT COMMUNICATION, POSSIBLE UNKNOWN HOSTILES...

BUT CAN YOU GET HIM? BRING HIM BACK?

I'M THE FIXER, ZEMO. I FIX THINGS. IT'S WHAT I DO. I'LL GET GOLIATH BACK -- ONE WAY OR ANOTHER.

TAKATAKATAKATA

Ah, HERE'S SOMETHING INTERESTING.

I'VE HACKED INTO THE PRISON RECORDS, WHERE JOSTEN WAS LAST INCARCERATED. SEEMS HE WAS IN THE PRISON HOSPITAL, IN A COMA --

-- AND HE SIMPLY VANISHED.

EARLIER, GIANT-MAN HAD RESCUED HIM FROM A DIMENSION THEY CALLED "KOSMOS" -- ODDS ARE GOOD THAT'S WHERE HE IS.

I'LL NEED SOME ADDITIONAL HARDWARE...

YOU'LL HAVE IT. WHATEVER YOU NEED. AND NOW, I'LL LEAVE YOU TO YOUR WORK. I HAVE... OTHER MATTERS TO ATTEND TO.

TAKATAKATAKATAKATAKATA

"AN IDEA WAS FORMING IN MY MIND. I'D BEEN LOOKING FOR A WAY TO ACT ALONE, BUT PERHAPS THAT WASN'T THE BEST WAY.

"PERHAPS A TEAM WAS A BETTER IDEA..."

IT APPEARS THAT I'VE BEGUN ASSEMBLING THE CORE OF A NEW MASTERS OF EVIL -- AND WITH THE FIXER'S TECHNOLOGICAL NEEDS --

-- IT SEEMS THE WISEST COURSE TO RECRUIT SOME OTHERS...



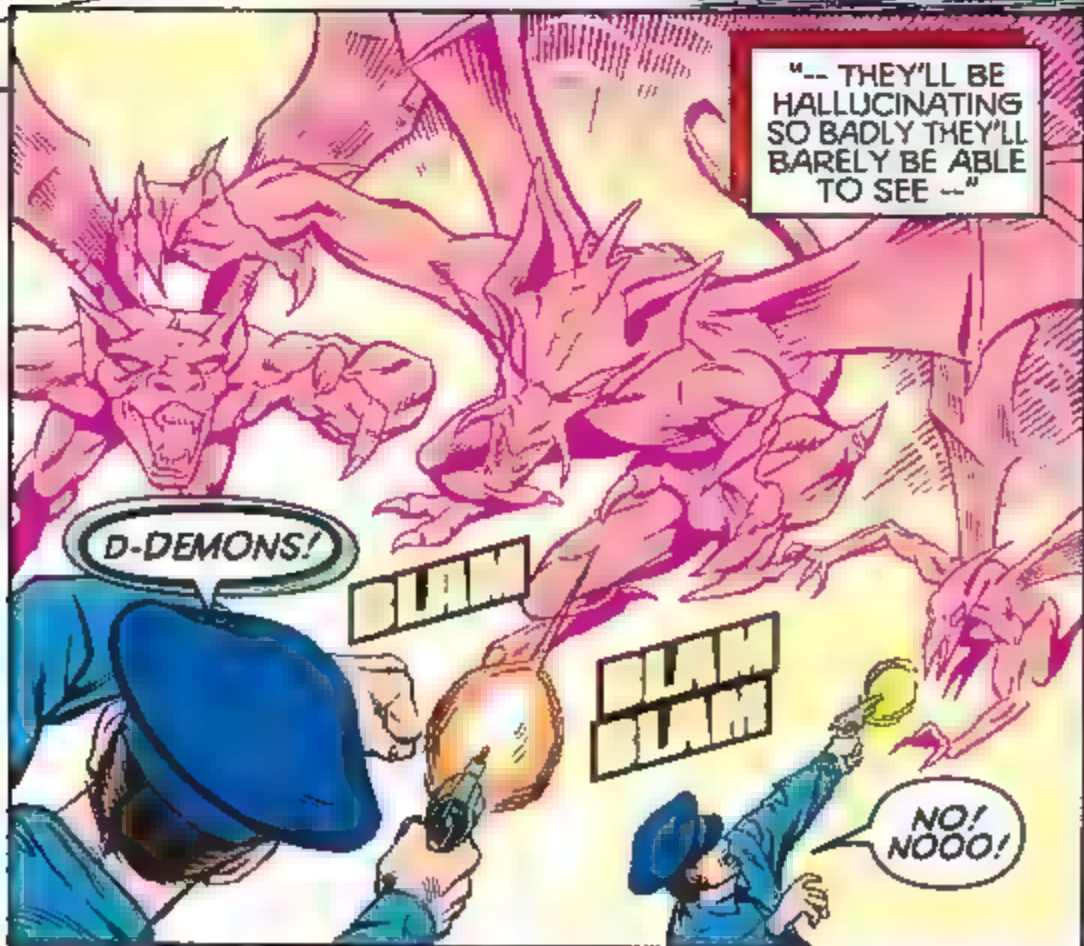
"NOT ALL OF MY CONTACTS WERE WITH ADVENTURERS. ONE YOUNG WOMAN I KNEW... WAS A SINGER..."

"SHE'D BEEN TOURING THE MID-WEST WITH HER... ACCOMPANIST..."

GOT 'EM, DAVE! THESE JERKS'LL BE DIZZY FOR A GOOD TWENTY MINUTES - THEY WON'T BE RAISING ANY ALARMS!

GOOD, MIMI -- GOOD! AN' I'VE GOT THE GUARDS!

BY THE TIME MY PSYCHEDELIC SCREAM'S DONE WITH THEIR MINDS --



"-- THEY'LL BE HALLUCINATING SO BADLY THEY'LL BARELY BE ABLE TO SEE --"

D-DEMONS!

BLAM

BLAM BLAM

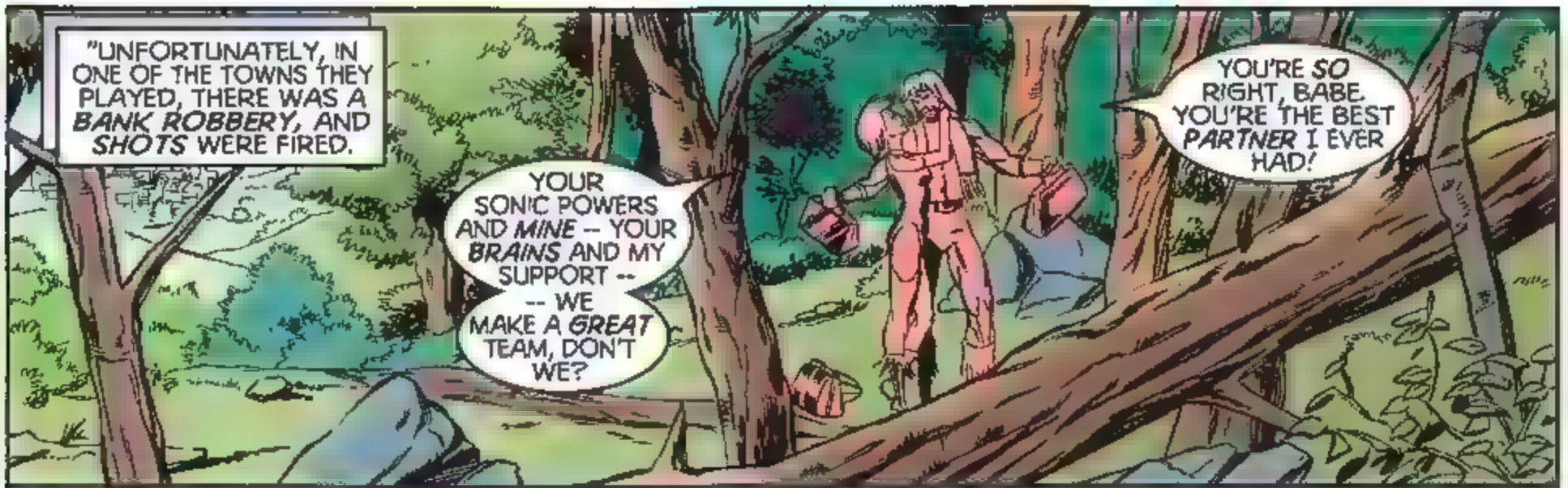
NO! NOOO!



HEAD FOR THE HILLS, BABE -- AN' WE'LL COUNT THE LOOT! FORGET BONNIE AN' CLYDE --

-- ANGAR THE SCREAMER AN' THE SCREAMING MIMI ARE UNSTOPPABLE!

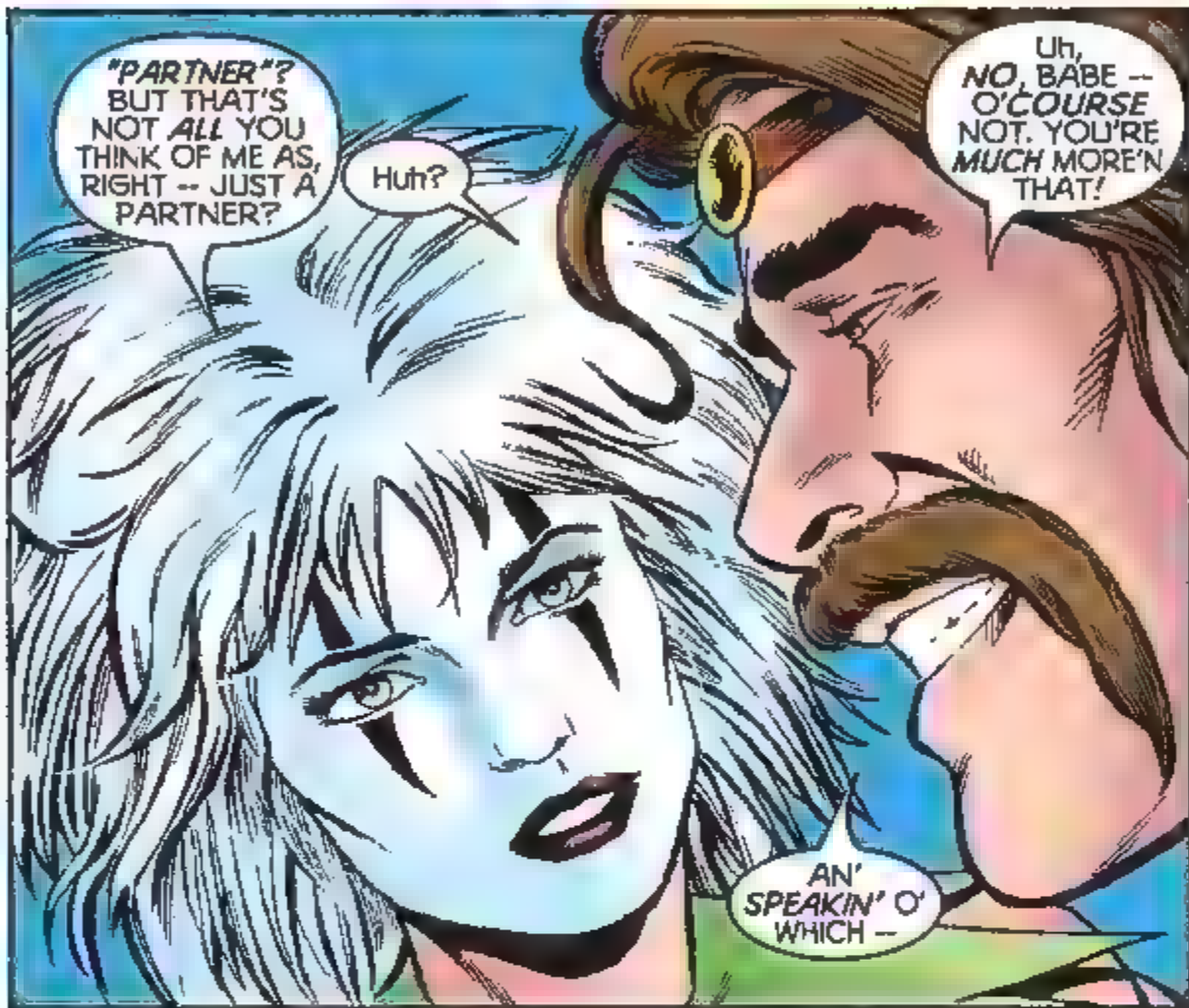
YOU SAID IT, LOVER!



"UNFORTUNATELY, IN ONE OF THE TOWNS THEY PLAYED, THERE WAS A **BANK ROBBERY**, AND **SHOTS WERE FIRED**.

YOUR SONIC POWERS AND MINE -- YOUR BRAINS AND MY SUPPORT --
-- WE MAKE A **GREAT TEAM**, DON'T WE?

YOU'RE SO RIGHT, BABE. YOU'RE THE BEST PARTNER I EVER HAD!



"PARTNER"? BUT THAT'S NOT ALL YOU THINK OF ME AS, RIGHT -- JUST A PARTNER?

Huh?

Uh, NO, BABE -- O'COURSE NOT. YOU'RE MUCH MORE'N THAT!

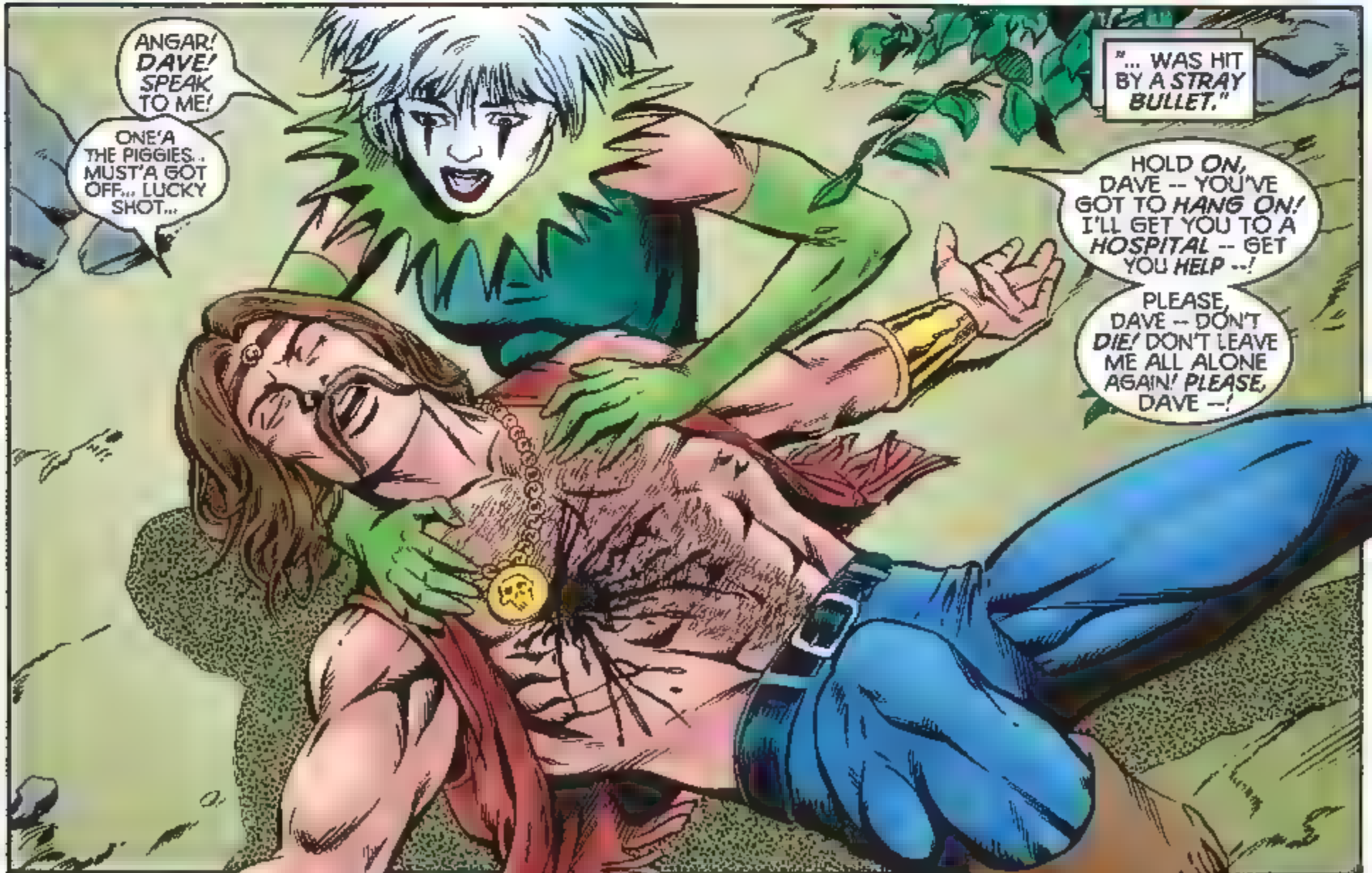
AN' SPEAKIN' O' WHICH --



"AND HER ACCOMPANIST -- A YOUNG MAN WHOM SHE'D COME TO LOVE QUITE DEEPLY..

-- AIN'T YOU GETTIN' KINDA... THIN...?

DAVE!



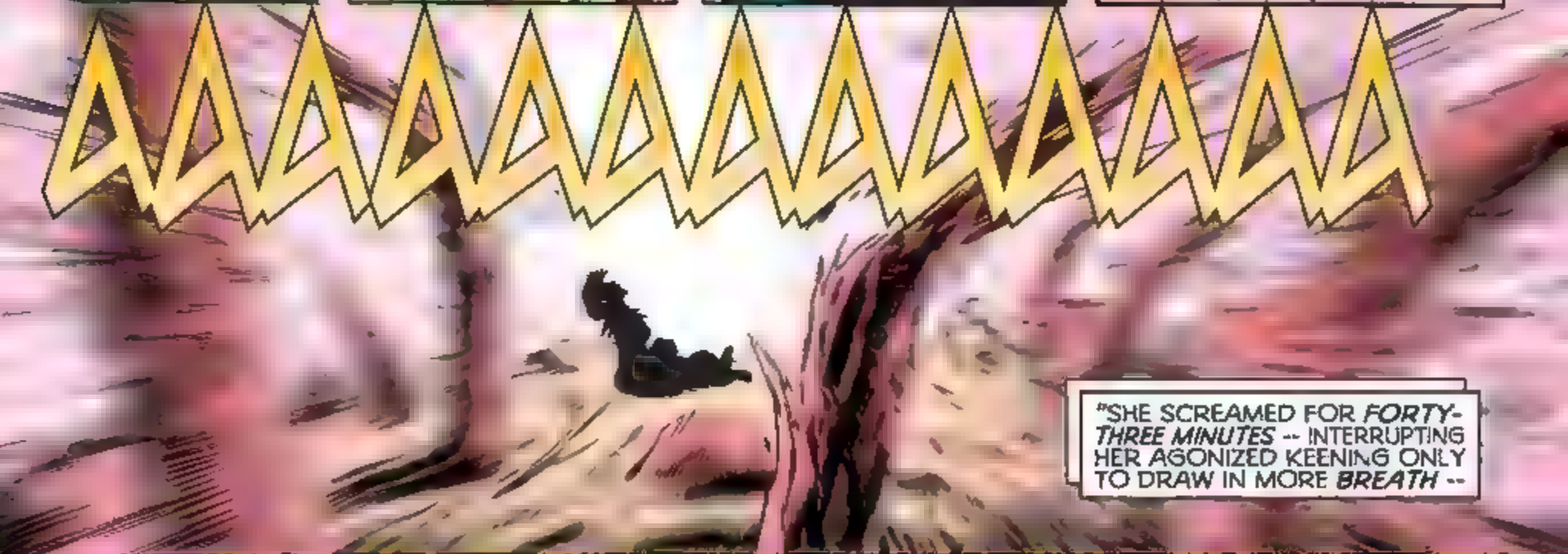
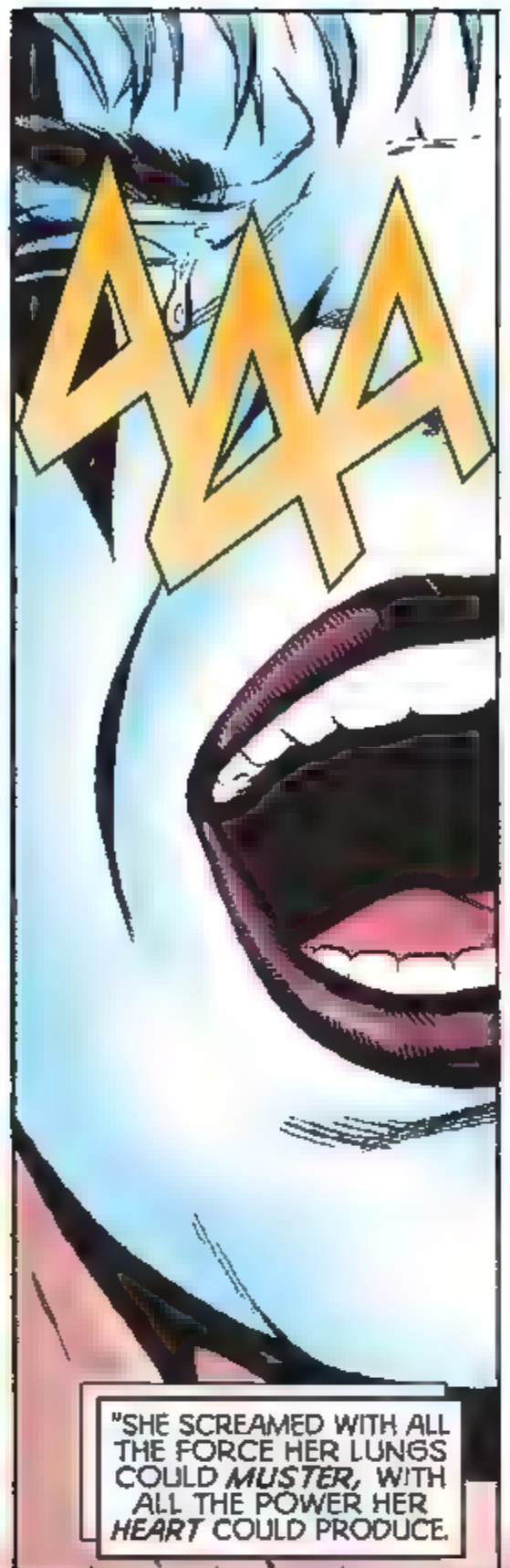
ANGAR! DAVE! SPEAK TO ME!

ONE'A THE PIGGIES... MUST'A GOT OFF... LUCKY SHOT...

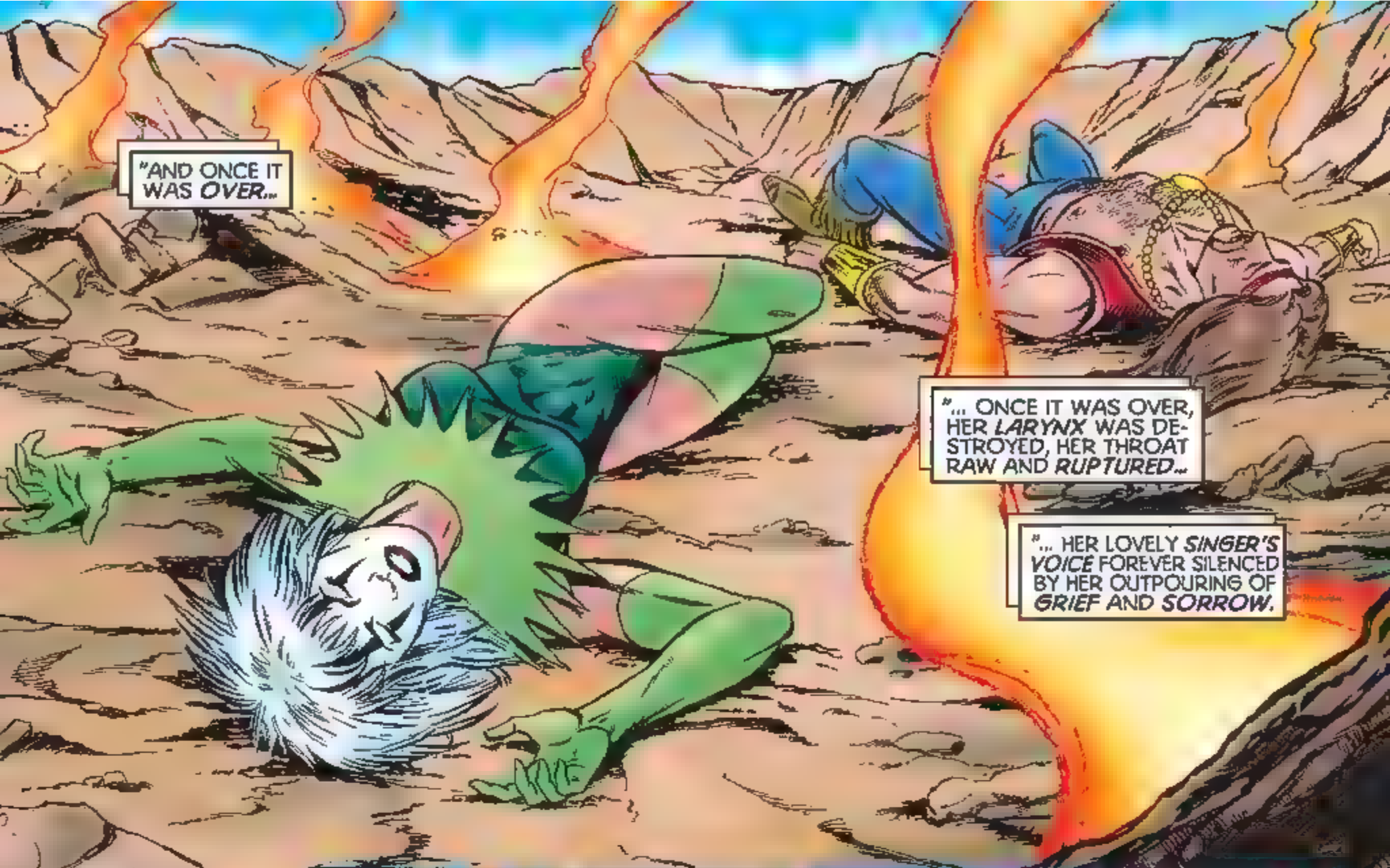
"... WAS HIT BY A STRAY BULLET."

HOLD ON, DAVE -- YOU'VE GOT TO HANG ON! I'LL GET YOU TO A HOSPITAL -- GET YOU HELP --!

PLEASE, DAVE -- DON'T DIE! DON'T LEAVE ME ALL ALONE AGAIN! PLEASE, DAVE --!



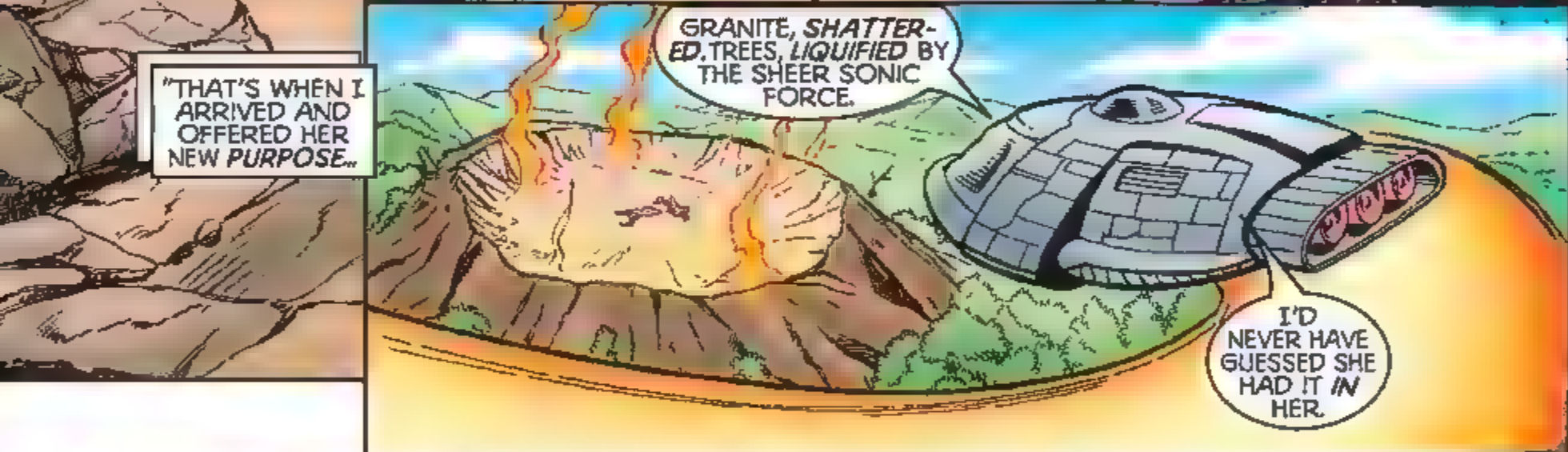
"-- ONLY TO SCREAM OUT ANEW."



"AND ONCE IT WAS OVER..."

"... ONCE IT WAS OVER, HER LARYNX WAS DESTROYED, HER THROAT RAW AND RUPTURED..."

"... HER LOVELY SINGER'S VOICE FOREVER SILENCED BY HER OUTPOURING OF GRIEF AND SORROW."



"THAT'S WHEN I ARRIVED AND OFFERED HER NEW PURPOSE..."

GRANITE, SHATTERED TREES, LIQUIFIED BY THE SHEER SONIC FORCE.

I'D NEVER HAVE GUESSED SHE HAD IT IN HER.



COME WITH ME, MIMI. WE MUST MOVE SWIFTLY.

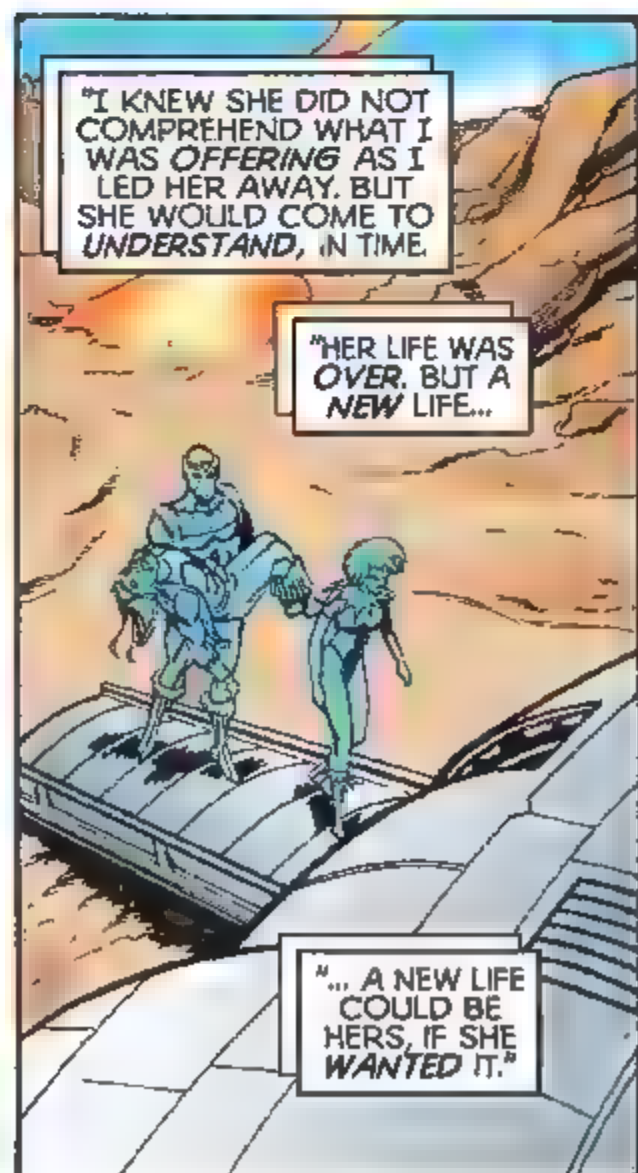
Z-ZEMO?



THE POLICE COULD NOT APPROACH DURING YOUR SCREAM, MIMI -- BUT THEY'LL BE HERE SOON.

I CAN OFFER YOU A PLACE TO HIDE, A PLACE TO HEAL, A PLACE TO BE SAFE.

S-SAFE...?



"I KNEW SHE DID NOT COMPREHEND WHAT I WAS OFFERING AS I LED HER AWAY. BUT SHE WOULD COME TO UNDERSTAND, IN TIME."

"HER LIFE WAS OVER. BUT A NEW LIFE..."

"... A NEW LIFE COULD BE HERS, IF SHE WANTED IT."

CHAPTER 5

SHELL-SHOCKED!

"MY NEXT STOP WAS NEW YORK, TO SEE A MAN I ONLY KNEW BY REPUTATION. BUT THOUGH WE'D NEVER WORKED TOGETHER --

"-- HE'D BEEN IN BUSINESS ONCE OR TWICE WITH PARTNERS I HAD WORKED WITH, AND THEY'D SPOKEN WELL OF HIM.

"AN AVIATION ENGINEER AND CRACK PILOT, HE HAD SOME... UNUSUAL IDEAS ABOUT THE POTENTIAL USES OF AVIATION TECHNOLOGY.

"BUT HE'D RECENTLY EXPERIENCED SOME BUSINESS REVERSES --"

I CAN'T BELIEVE IT! I CAN'T **FREAKIN'** BELIEVE IT!

I PUT TOGETHER THE GANG. I PICKED THE TARGETS. I MASTERMINDED THE ROBBERIES. AND NOW, NOW THAT WE'RE READY TO SPLIT THE TAKE --


-- THEY UP AND **DITCH** ON ME?! AND THEY **TAKE THE MONEY?!?**

"-- AND I THOUGHT HE MIGHT BE OPEN TO THE OFFER I PLANNED TO MAKE HIM. BUT BY THE TIME I LOCATED HIM --"

THIS IS NOT WHAT I WANTED, THIS IS NOT WHY I TURNED TO CRIME -- WHY I BECAME THE BEETLE.

AND I'M **NOT** GOING TO SIT STILL FOR THIS.





IF I
WANTED TO BE
A LAUGHINGSTOCK,
I'D HAVE STAYED IN
THAT DEAD-END
MASTER MECHANIC
JOB.

BUT I
DIDN'T. I
BECAME THE
BEETLE -- AND
NOBODY
CROSSES THE
BEETLE!

LEAST
OF ALL A
BUNCH OF
MISERABLE
PUKES WHO
THINK THEY CAN
RUN OUT
ON ME..!

"... HE WAS INVOLVED IN SOME...
LIQUIDATION PROCEEDINGS..."

NO!
I CAN
MAKE IT --
I CAN GET
AWAY!

ONCE I
REACH THE
STREET -- REACH
THE ALLEYWAYS --
THERE'LL NO WAY
HE'LL FIND
ME!

Ah,
CARLOS,
CARLOS!

IT'S
REFRESHING
TO FIND OUT THAT
YOU LIE TO YOURSELF
JUST AS MUCH AS
YOU LIED TO
ME!

YOU'RE
NOT REACHING
ANY STREET -- AND
YOU'RE NOT GETTING
AWAY! ALL YOU'RE
REACHING --

-- IS
THE END OF
THE LINE!

BEETLE --
NO!
IT WASN'T ME,
I SWEAR! IT
WASN'T --

OF
COURSE
IT WAS YOU,
CARLOS --

— YOU AND THE OTHERS! YOU'RE GOING TO TELL ME WHERE THEY ARE, CARLOS — AND YOU'RE GOING TO TELL ME WHERE THE MONEY IS!

UNDERSTAND?

SLAMMM

GNHH!

TSK-TSK. IN THIS TOWN, IT'S CUSTOMARY TO OPEN A DOOR BEFORE YOU USHER SOMEONE THROUGH IT.

WHAT? WHO--?

I'M HURT, BEETLE — TRULY HURT.

KWAMMM

I KNOW IT'S BEEN A WHILE SINCE WE TANGLED — AND I KNOW YOU'VE FOUGHT SPIDER-MAN MORE OFTEN THAN YOU HAVE ME —

— BUT DON'T TELL ME YOU'VE FORGOTTEN YOUR OLD PAL DAREDEVIL?

UHH!

I TELL YOU WHAT — JUST FOR OLD TIME'S SAKE, HOW 'BOUT I BEAT YOU UP AND TURN YOU OVER TO THE COPS?

MAYBE THAT'LL REFRESH YOUR MEMORY!

NO! YOU DON'T UNDERSTAND — HE CHEATED ME!

TELL IT TO THE JUDGE, BEETLE!



HAW
HAW!

WHO'S
RUNNIN'
NOW,
BEETLE?

YER A
LOSER, BEETLE!
A NOBODY! WE
WERE LAUGHIN'
BEHIND YOUR
BACK THE WHOLE
TIME -- TREATIN'
YOU LIKE THE
JOKE YOU
ARE!

"BUT --"

POOM



YOU'RE
JUST MAKING
IT WORSE ON
YOURSELF, CARLOS!
ONCE I'M OUT
OF THIS, AND I
GET MY HANDS
ON YOU
AGAIN --

YOU'RE
NOT GETTING
YOUR HANDS ON
ANYONE, BEETLE!
WE'VE DANCED THIS
DANCE BEFORE --
AND WE BOTH
KNOW HOW IT
ENDS!

"FOR A MOMENT, IT
LOOKED AS IF HE'D
BE UNAVAILABLE --
TIED UP IN THE
REPERCUSSIONS OF
HIS PREVIOUS VENTURE



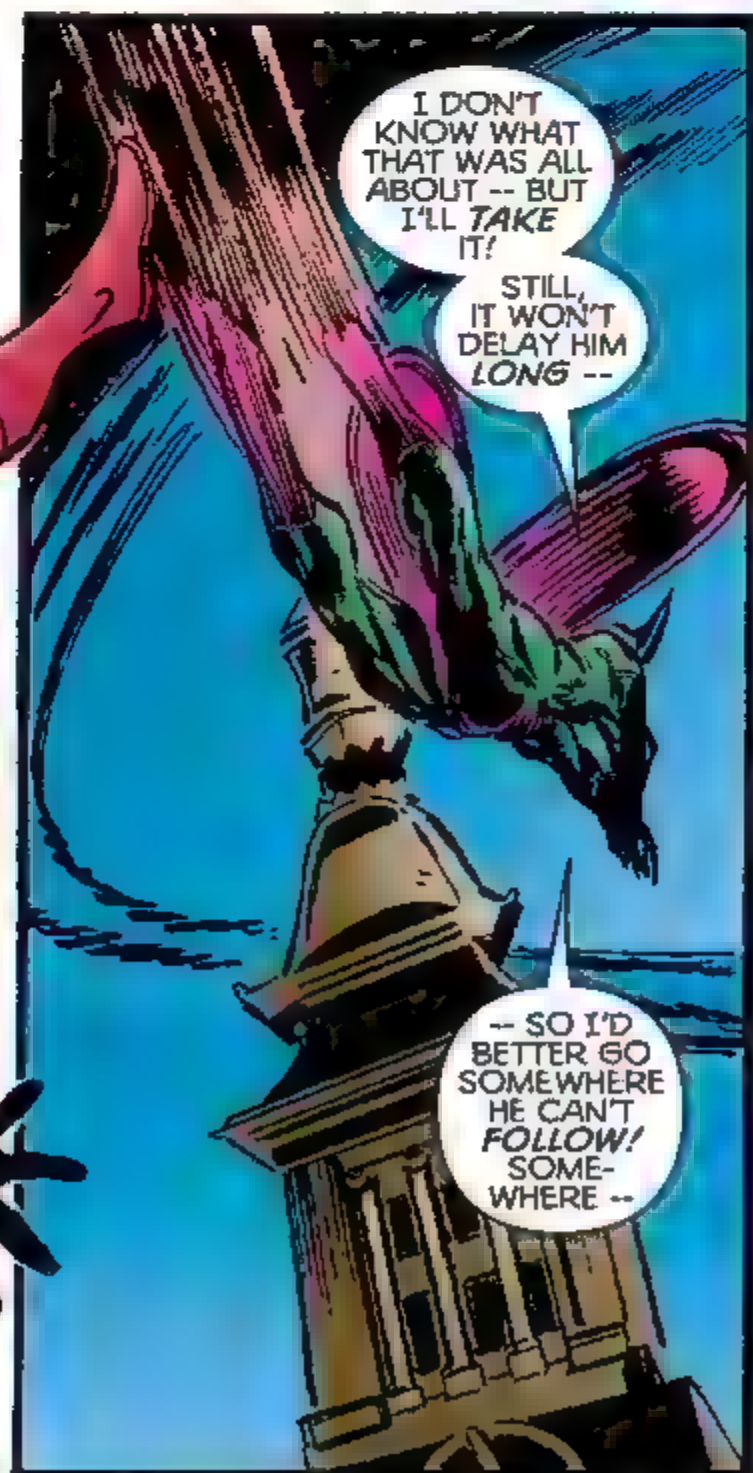
WHAT
IN --?



POOM
POOM

EXPLOSIONS --
DEAFENING ME!
RATTLING MY
HEARING -- INTERFERING
WITH MY RADAR
SENSE!

GOT TO
DIVE -- GET
OUT OF
RANGE!



I DON'T
KNOW WHAT
THAT WAS ALL
ABOUT -- BUT
I'LL TAKE
IT!

STILL,
IT WON'T
DELAY HIM
LONG --

-- SO I'D
BETTER GO
SOMEWHERE
HE CAN'T
FOLLOW!
SOME-
WHERE --

-- LIKE
THE HUDSON
RIVER!

MY ARMOR'S
WATERTIGHT --
AND CARRIES ITS OWN
AIR SUPPLY! HA! I'LL
JUST CRUISE ALONG
FOR A MILE OR TWO,
AND THEN --

**SPLAT
SPLURP**

Huh?

Aw,
NUTS!

THE
WATER -- IT'S
FULL OF SILT
AND MUCK --
AND IT'S
GUMMING MY
JETS! I'M --

-- I'M
SINKING!

"IN THE END,
HE *DID*
MANAGE TO
EXTRACT
HIMSELF --"

BLASTED, STUPID
RIVER! I *NEVER*
WANT TO DO
THAT AGAIN!

I SWEAR,
WHEN I CATCH
HIM, I'LL --

-- Huh?

GOOD
EVENING,
BEETLE. IT WAS *I*
WHO LAUNCHED
THOSE MINI-BOMBS --
AND ENDED
DAREDEVIL'S
PURSUIT.

I'VE
COME TO
MAKE YOU AN
OFFER OF
MEMBERSHIP --
IN MY NEW
MASTERS OF
EVIL.

MEMBERSHIP,
huh? YOU GOT A
PLAN? SOMETHING
BIG -- SOMETHING
THAT'LL WIPE THE
SMIRKS OFF
EVERYONE'S
FACES?

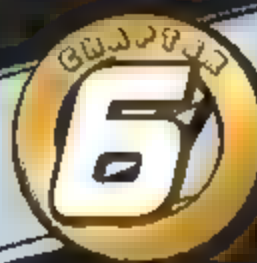
IS
THERE ANY
OTHER
KIND?

THEN I'M
IN, BARON.
BELIEVE
ME -- I'M
IN.

"-- AND CHOSE
TO JOIN OUR
GROWING BAND!"

WALKIN'
ALL THE WAY
HOME, THROUGH
THAT SLUDGE
AND
GARBAGE --

-- SEEING
CARLOS' FACE,
LAUGHING AT
ME LIKE ALL
THE
OTHERS --



ONSLAUGHT

"BY THE TIME I RETURNED WITH... WITH THE MAN WHO WOULD BECOME MACH-1, OPERATIONS WERE TEMPORARILY STALLED.

I UNDERSTAND YOU REQUIRE MORE SUPPLIES, FIXER. I'LL NEED A LIST.

ALREADY PRINTED OUT -- ALONG WITH A LIST OF LIKELY SOURCES. THE FIXER IS NOTHING IF NOT THOROUGH.

BUT I HAVEN'T EXACTLY BEEN IDLE, EITHER. I TOOK A LOOK AT THE DAMAGE MIMI DID TO HER VOICEBOX -- AND MADE A FEW IMPROVEMENTS.

HER POWERS AREN'T THE SAME AS THEY USED TO BE -- BUT TRUST ME, SHE'S STILL QUITE THE LITTLE SONGBIRD!

I TOOK THE SCHEMATICS FOR KLAU'S SONIC HORN -- WHICH I'D MANAGED TO SWIPE FROM PROJECT PEGASUS YEARS AGO --

AND REBUILT HER LARYNX AND THROAT FROM HIS DESIGNS. WHEN MODULATED THROUGH THE SONIC CARAPACE SHE'S WEARING --

-- SHE'LL BE ABLE TO CREATE THE SAME KIND OF SOLID-SOUND CONSTRUCTS HE DOES.

VERY GOOD, FIXER.

AND YOU, MY DEAR -- YOU LOOK IMPROVED, ESPECIALLY NOW THAT YOU'VE REMOVED THAT RIDICULOUS FRIGHT WIG.

HOW ARE YOU FEELING?

I... I FEEL EMPTY, ZEMO.

I DON'T -- I DON'T KNOW IF I CAN DO THIS ANYMORE...

NONSENSE, NONSENSE ALL YOU NEED IS A CHANCE TO *RECOVER* -- AND SOMETHING TO *FOCUS* ON, TO ALLOW YOU TO FORGET THE PAST.

I'LL PERSONALLY ATTEND TO YOUR TRAINING -- TEACH YOU TO BECOME A FULL, FUNCTIONING MEMBER OF THE TEAM AGAIN.

I WON'T HOLD YOU AGAINST YOUR *WILL*, HOWEVER -- IF YOU'D PREFER TO LEAVE HERE, ALONE AND FRIENDLESS, AND WANTED BY THE *LAW*...

EXCELLENT.

NOW COME *ALONG* -- AND WE'LL SEE WHAT YOU CAN DO WITH THESE NEW *ABILITIES* OF YOURS.

FIXER -- YOU AND THE BEETLE MIGHT LIKE TO TAKE A LOOK AT HIS *ARMOR*, SEE WHAT *IMPROVEMENTS* YOU CAN MAKE...!

M-MY *ARMOR*? BUT --

A-ALONE?

N-NO -- I'LL... I'LL *STAY*...

Oh, THE *HECK* WITH IT. IT'S NOT LIKE I'VE EXACTLY BEEN ON A *WINNING STREAK* RECENTLY. HE'S PROBABLY *RIGHT*...

HE USUALLY IS, BEETLE -- HE USUALLY IS.

SO, SHALL WE GET *STARTED*?

"THINGS PROCEEDED **SMOOTHLY** FOR A TIME AFTER THAT. TECHNO AND MACH-1 CREATED HIS **ARMOR**, I TRAINED SONGBIRD IN THE USE OF HER POWERS..."

"WE ACQUIRED THE NEW **COMPONENTS** TECHNO NEEDED, AND HE CONTINUED HIS WORK..."

"I BEGAN TO THINK WE WERE ON THE **RIGHT COURSE**..."

Ahh, I CAN SEE IT NOW.

WE'LL CRUSH THE AVENGERS SEPARATELY, PICKING THEM OFF ONE BY ONE. CAPTAIN AMERICA SHALL BE LAST, OF COURSE --

-- SO THAT HE REALIZES THE **FULL EXTENT** OF HIS FAILURE BEFORE HE, TOO, IS FINISHED OFF. IT'LL BE **GLORIOUS -- GLORIOUS!**

"BUT THEN FATE INTERVENED. ONE AFTERNOON, AS I SCANNED THE **NEWS**, KEEPING MYSELF CURRENT WITH THE EVENTS OF THE **DAY**..."

COMPUTER -- COMPILE AND REPORT A **RECENT OCCURRENCES** DIGEST --

-- FOCUSING ON THE ACTIVITIES OF THE **AVENGERS** -- INDIVIDUALLY, AND AS A TEAM.

MULTIPLE AVENGERS INVOLVED IN DEFENSE AGAINST DESTRUCTION IN **MANHATTAN** -- BOTH BATTLE AGAINST **SENTINELS** AND **ELECTRO-MAG** --

ALERT! NEW INFORMATION UP-LOADING NOW -- CODE-PRIORITY **A**. SWITCHING TO **LIVE VIDEO FEED**.

"IT WAS THE MONSTER CALLED **ONSLAUGHT**, OF COURSE. IT WAS THE FINAL BATTLE -- THE ONE IN **CENTRAL PARK**."

"I WATCHED AS THE **AVENGERS**, THE **FANTASTIC FOUR**, THE **HULK** AND OTHERS **BATTLED** HIM, AND WERE THROWN BACK."

WH-WHAT?!

"I WATCHED, LIKE SO MANY OTHERS, **CONFIDENT** THAT THEY WOULD TRIUMPH OVER HIM, AS THEY HAD TRIUMPHED SO MANY TIMES **BEFORE**."

"I WATCHED, AS THEY APPARENTLY FORMED A **PLAN** -- A **MAKESHIFT**, **LAST-MINUTE** PLAN, LIKE SO MANY BEFORE IT."

"AND I WATCHED..."

"... AS THEY WON, AS
THEY ENGINEERED
THE CREATURE'S
DESTRUCTION..."

"... AND
WERE DESTROYED
THEMSELVES BY THE
EXPLOSION THAT
CONSUMED HIM.

"I WATCHED THEIR
SACRIFICE... AND LIKE
SO MANY OTHERS..."

"... I WAS
SHATTERED.

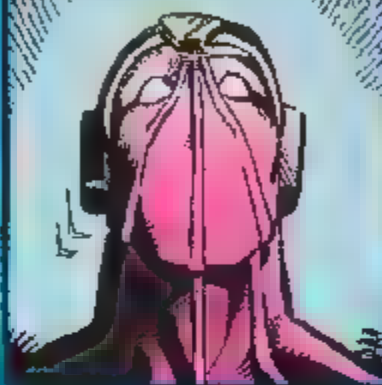
THEY --
THEY CAN'T BE
DEAD! THEY --
WERE TO DIE AT
MY HANDS!

MINE!

THEY CAN'T
BE -- CAN'T
BE --

-- OUT
OF MY
REACH --

-- OUT OF
MY REACH --
FOREVER --



"I WAS AT A
LOSS. I DID
NOT KNOW
WHAT TO DO.

"THE AVENGERS --
THEY WERE MY
INSPIRATION -- MY
DRIVING FORCE --

"I'D PLANNED TO TAKE
MY TEAM TO THEM --
TO BATTLE -- TO BATTLE
ALONGSIDE THEM, AND
ASK THEIR ADVICE ON HOW
BEST WE COULD SERVE

"BUT WITHOUT
THEM -- WITH-
OUT THEM --

"I REALIZE NOW THAT I
WAS IN SHOCK, THAT I
WAS IN MOURNING.
BUT THEN AND THERE --

"-- I COULD NOT SEE ANY
POINT IN CONTINUING. I
QUITE LITERALLY COULD
NOT IMAGINE A FUTURE
WITHOUT THEM.

"IT WAS THEN, OF
COURSE, THAT THE
ALARM WENT OFF."

7 TO DEFY A KOSMOS

"STILL DEMORALIZED BY THE EVENTS IN NEW YORK, I MADE MY WAY TO THE LAB..."

WHAT IS IT? WHAT'S HAPPENED?

IT'S JOSTEN, ZEMO -- IT'S GOLIATH!

WE'VE GOT A LOCK ON HIM AND WE'RE TRYING TO BRING HIM OVER! I'VE CREATED A DIMENSIONAL FLUX MATRIX, AND HE SHOULD CROSS INTO IT!

BUT SOMETHING'S -- SOMETHING'S RESISTING US!

IT DOESN'T MATTER, NOT AFTER --

WHAT?!

LOOK AT HIM! HE'S IN AGONY! AND WHOEVER'S HOLDING ONTO HIM -- THEY WON'T LET GO!

REALLY, IT'S NOT --

Oh, MY GOD. THEY'RE HERE! CAN'T YOU FEEL IT? THE FORCES WHO TOOK HIM -- THEY'VE NOTICED US!

AND THEY'RE HERE!

Eh?

"AT THAT MOMENT, THE LAB EXPLODED WITH EXTRA-DIMENSIONAL ENERGY."

NO! HOLD TOGETHER, BLAST IT -- HOLD TOGETHER!

"TECHNO'S FLUX MATRIX BECAME A VORTEX -- AND THE VORTEX BECAME A STORM --"

"-- A STORM OF HOWLING, SEETHING, ANGRY, INHUMAN FACES THAT RAGED AGAINST US -- DETERMINED TO KEEP THEIR PRISONER --"

WE ARE KOSMOS! WE ARE KOSMOS. HUMANS! AND YOU WILL NOT TAKE WHAT IS OURS! WE ARE KOSMOS! SURRENDER YOUR HOLD ON THE TRANSGRESSOR! SURRENDER! OR BE DESTROYED!

WHAT --?
SURRENDER?

NO!
I AM ZEMO!

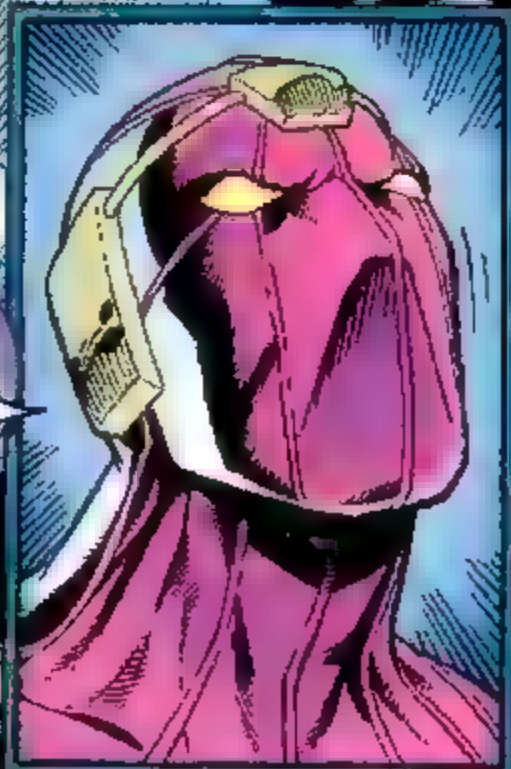
AND A ZEMO NEVER SURRENDERS!

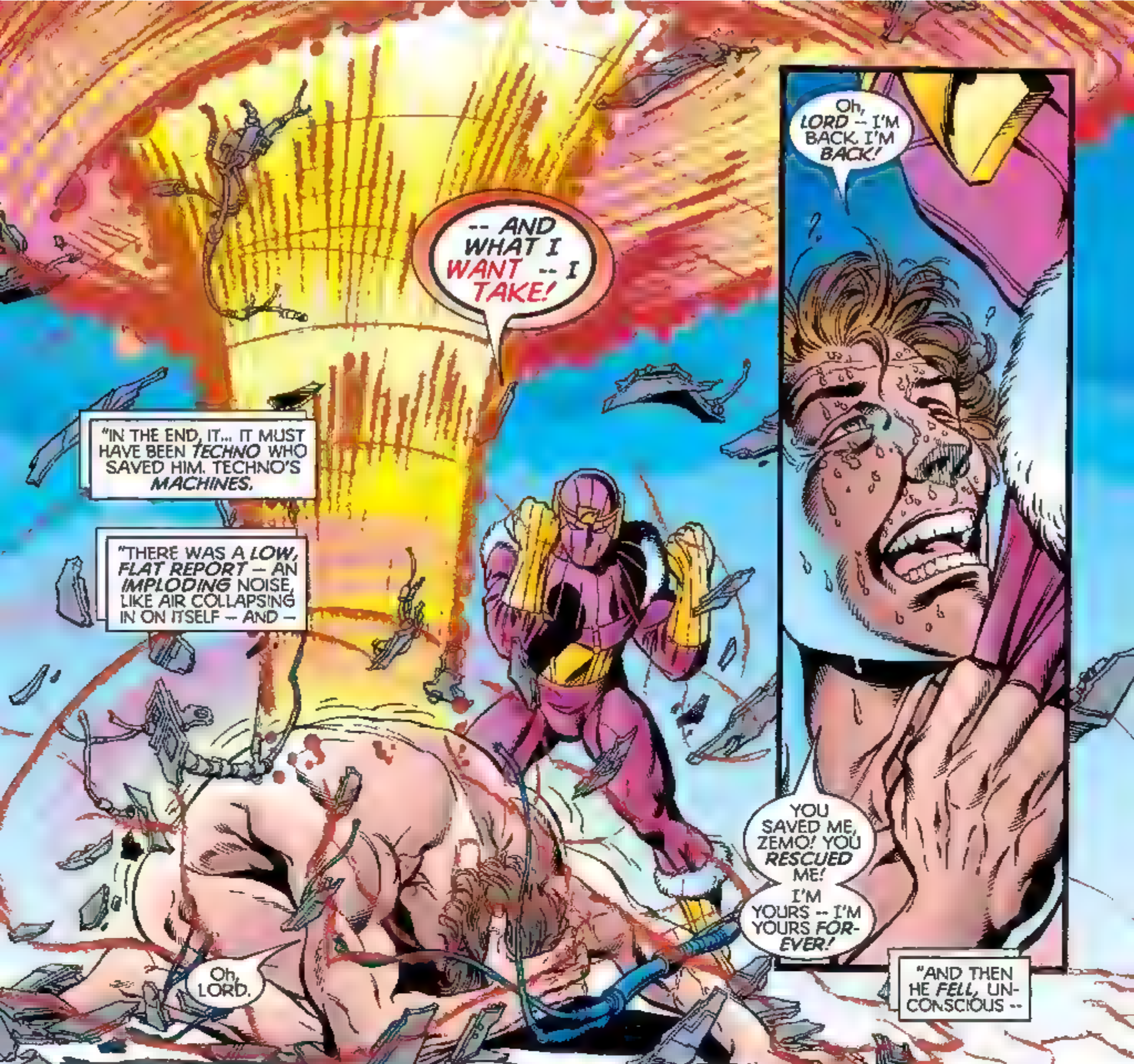
I WILL NOT BE DENIED!
I WILL NOT BE SCORND -- NOT TWICE IN ONE DAY!

I AM ZEMO! I WANT THE MAN YOU HOLD -- AND YOU WILL RELEASE HIM!

**WE ARE KOSMOS!
KOSMOS! SURRENDER
OR BE DESTROYED!**

I DO NOT SURRENDER!
AND I WILL NOT BE DESTROYED!
I AM ZEMO, DO YOU HEAR?! I AM ZEMO --





"IN THE END, IT... IT MUST HAVE BEEN **TECHNO** WHO SAVED HIM. **TECHNO'S MACHINES.**

"THERE WAS A **LOW, FLAT REPORT** -- AN **IMPLoding** NOISE, LIKE AIR COLLAPSING IN ON ITSELF -- AND --

Oh, LORD.

-- AND WHAT I WANT -- I TAKE!

Oh, LORD -- I'M BACK, I'M BACK!

YOU SAVED ME, ZEMO! YOU RESCUED ME!
I'M YOURS -- I'M YOURS FOR-
EVER!

"AND THEN HE FELL, UN-
CONSCIOUS --

"-- AND ALL WE HEARD WAS THE SOUND OF **BROKEN MACHINERY** AND **SPUTTERING SPARKS...**

WHAT -- WHAT WAS THAT? WHO WERE THEY?

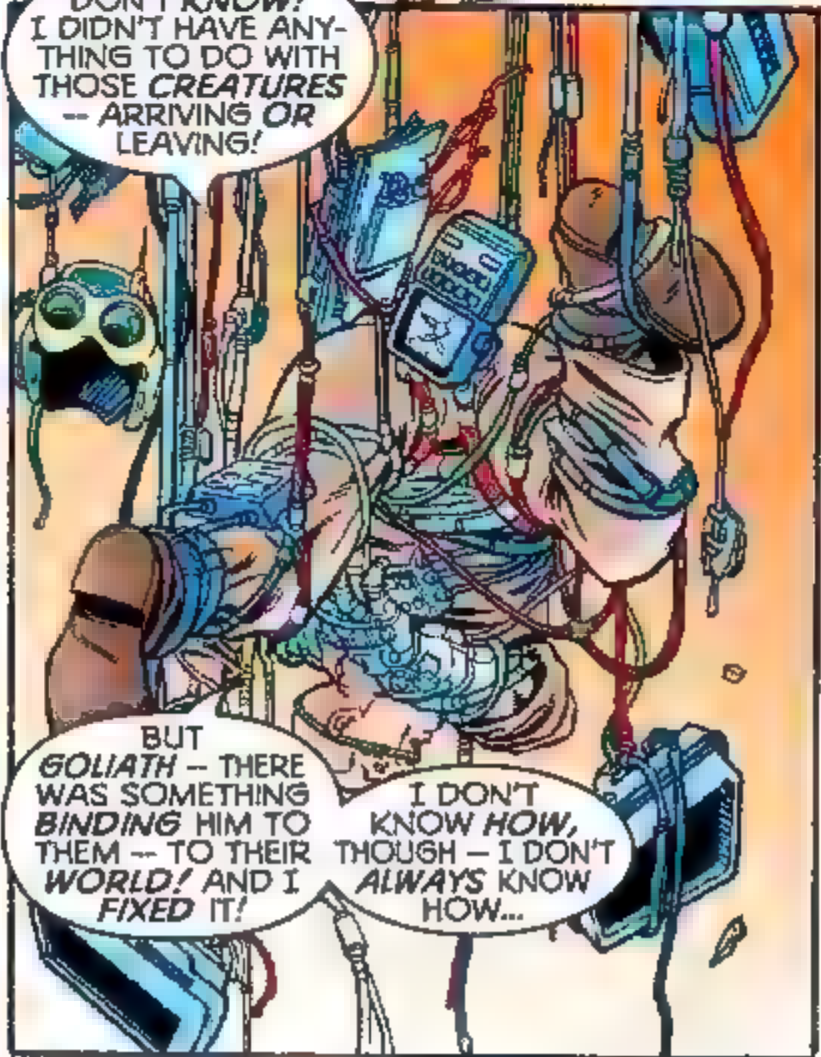
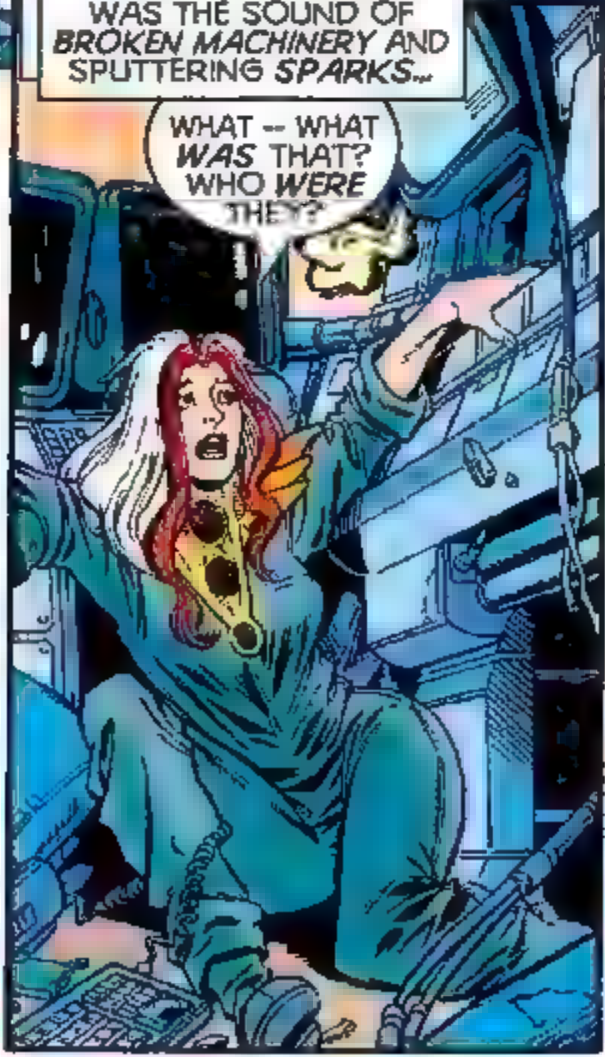
I DON'T KNOW -- BUT I'M NOT IN ANY HURRY TO MEET THEM AGAIN!

FIXER -- WHAT DID YOU DO?!

I -- I DON'T KNOW! I DIDN'T HAVE ANYTHING TO DO WITH THOSE **CREATURES** -- ARRIVING OR LEAVING!

BUT **GOLIATH** -- THERE WAS SOMETHING **BINDING** HIM TO THEM -- TO THEIR **WORLD!** AND I **FIXED** IT!

I DON'T KNOW HOW, THOUGH -- I DON'T ALWAYS KNOW HOW...



"IT WAS DAYS LATER THAT ATLAS IN-ADVERTENTLY GAVE ME THE KEY -- MADE ME REALIZE WHAT I SHOULD DO..."

HERE YOU GO, GOLIATH -- CHICKEN BROTH A LA JENKINS. IF YOU DON'T LIKE IT, YOU'RE FREE TO TRY TO DO BETTER.

HOW'RE YOU FEELING, ANYWAY? ACCORDING TO THE MEDI-SCAN, YOU WERE PRETTY BADLY TORN UP, INSIDE AND OUT...

IT'S FUNNY, BEETLE -- BUT I FEEL PRETTY GOOD, MY HEAD -- IT'S CLEARER THAN IT'S BEEN IN YEARS --

-- AN' I FEEL LIKE I'M THINKIN' STRAIGHT FOR THE FIRST TIME IN A LONG TIME.

BUT HEY, CATCH ME UP, WILL YA? I BEEN OUTTA THE LOOP FOR A LONG TIME -- AN' I WANNA HEAR ABOUT EVERYTHING I MISSED!

-- AND THEN, JUST THE OTHER DAY, THE F.F., THE AVENGERS AND SOME OTHER HEROES DIED, FIGHTING SOME CLOWN NAMED ONSLAUGHT.

JUST MY LUCK, HE DIDN'T GET SPIDER-MAN OR DAREDEVIL, BUT THAT'S THE WAY --

HAH! THE AVENGERS AND THE F.F. -- GONE? MAYBE WE SHOULD APPLY FOR THE JOB!

Eh?

GOTTA BE MONEY IN THAT SOMEWHERE, RIGHT? I MEAN -- SOMEBODY'S GOTTA DEFEND THE WORLD AGAINST MOOKS LIKE US, RIGHT?

"HE WAS ONLY MAKING A JOKE --

"... BUT AS HE SAID IT, I KNEW. I KNEW THAT WAS IT.

IT... COULD WORK... IT COULD ACTUALLY WORK...

"THE WORLD NEEDED HEROES.

"PERHAPS IT WAS AS SIMPLE AS THAT."

SHOWDOWN AT THE VAULT

"I HAD THOUGHT WE'D
AID THE WORLD'S HEROES --
SERVE AS AN *ADJUNCT*
TO THE EFFORTS OF THE
AVENGERS AND THE OTHERS.

"IT NEVER OCCURRED
TO ME THAT WE COULD
REPLACE THEM -- OR,
INDEED, THAT WE'D
EVEN BE *CAPABLE* OF IT."

GO!
GO!

WE'RE
FREE! AND
NO ONE SHALL
CAGE US -- *EVER*
AGAIN!

"BUT BEFORE
WE COULD EVEN
ATTEMPT IT, WE
NEEDED TO *TEST*
OURSELVES. AND
WE SOON RECEIVED
OUR *CHANCE* --

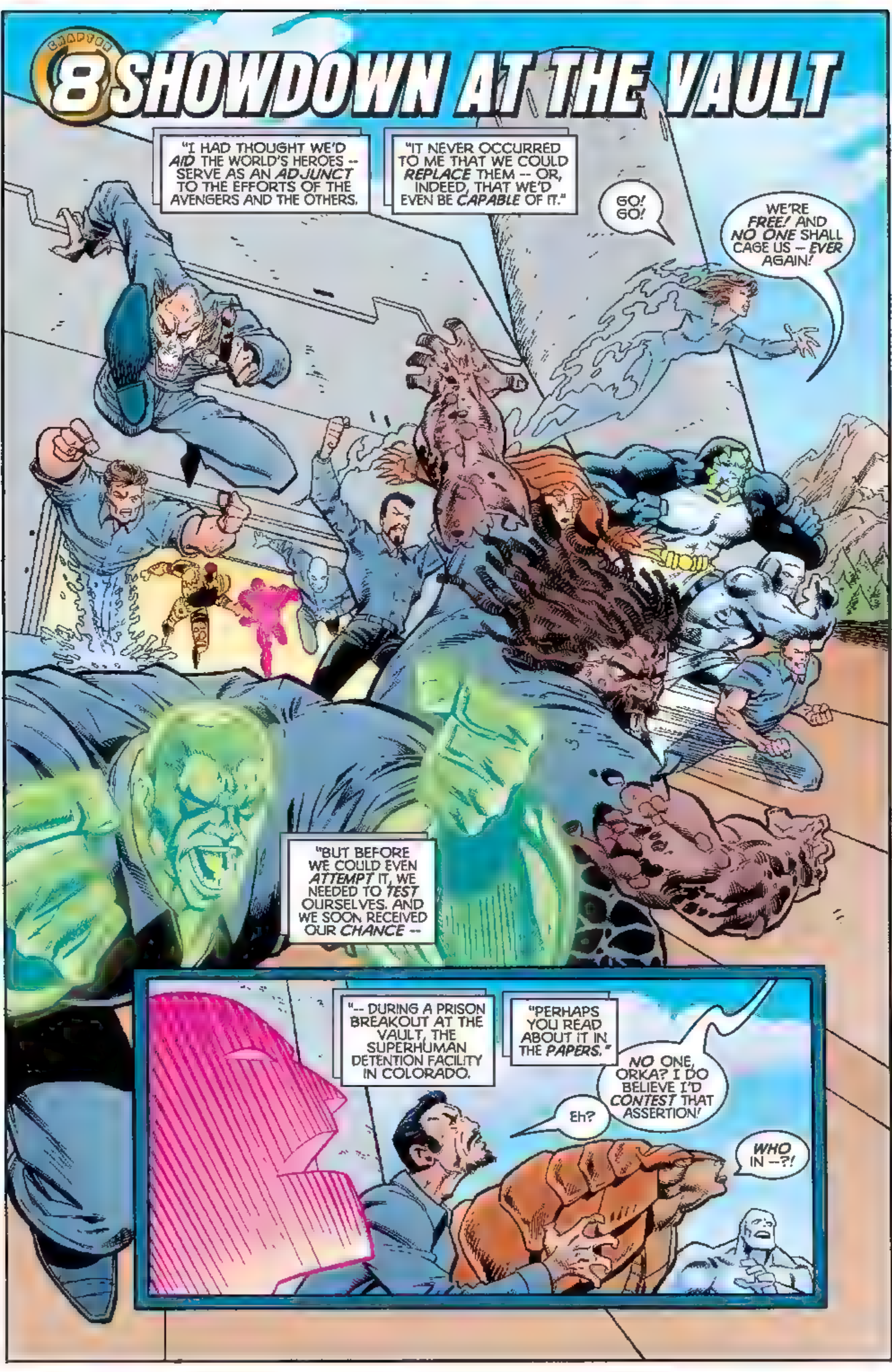
"-- DURING A PRISON
BREAKOUT AT THE
VAULT, THE
SUPERHUMAN
DETENTION FACILITY
IN COLORADO.

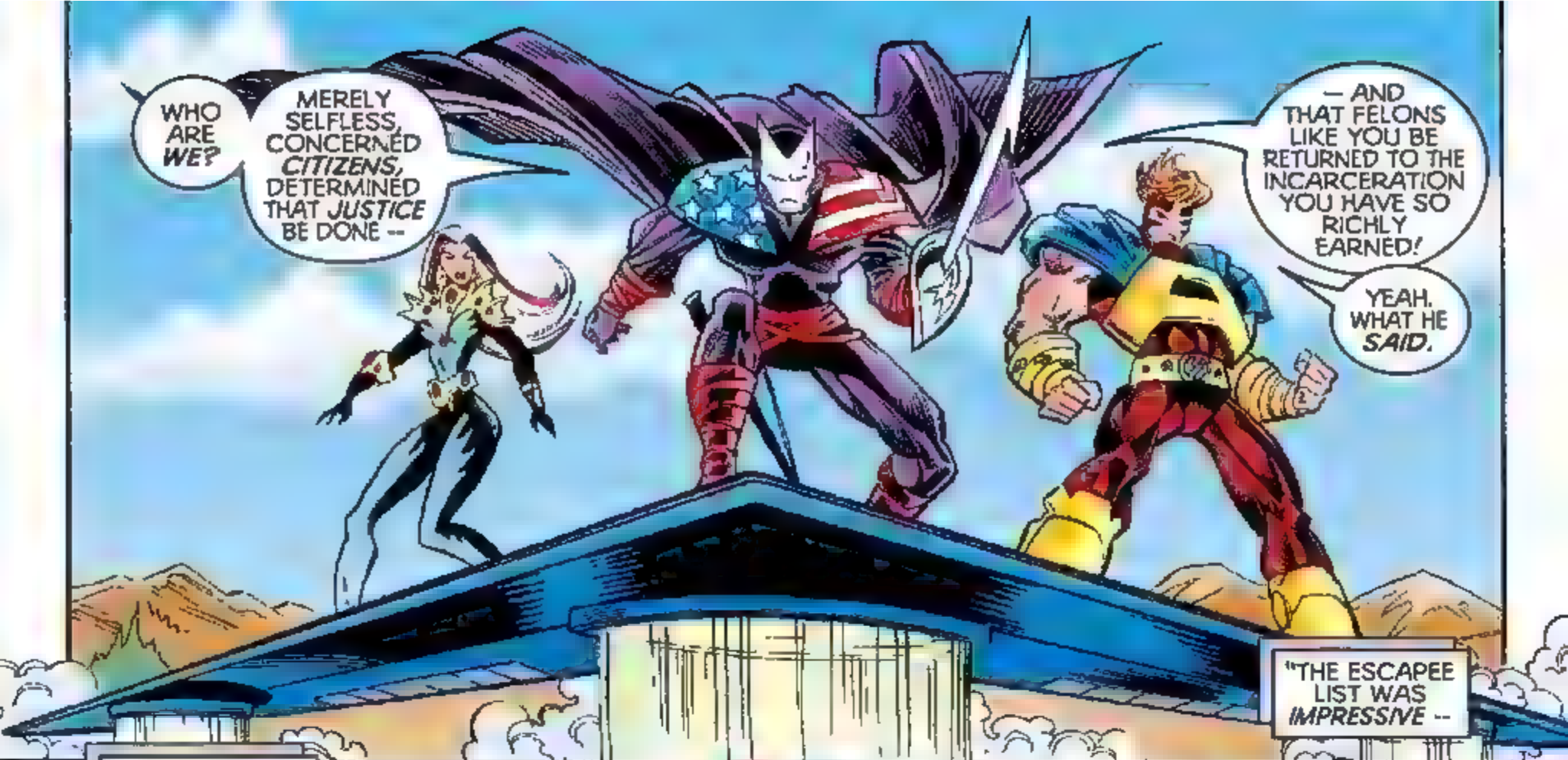
"PERHAPS
YOU READ
ABOUT IT IN
THE *PAPERS*."

NO ONE,
ORKA? I DO
BELIEVE I'D
CONTEST THAT
ASSERTION!

Eh?

WHO
IN --?!





WHO ARE WE?

MERELY SELFLESS, CONCERNED CITIZENS, DETERMINED THAT JUSTICE BE DONE --

-- AND THAT FELONS LIKE YOU BE RETURNED TO THE INCARCERATION YOU HAVE SO RICHLY EARNED!

YEAH, WHAT HE SAID.

"THE ESCAPEE LIST WAS IMPRESSIVE --

"-- MANDRILL, THE U-FOES, THE RADIOACTIVE MAN --"

BAH! YOU'RE NO ONE -- I DON'T EVEN RECOGNIZE YOU! WE'LL GO THROUGH YOU LIKE A SCYTHE THROUGH RIPE WHEAT!

"-- THE ARMADILLO, ORKA, MOONSTONE, KAINE --"

"ATTACK"?

YOU KNOW, NOW THAT I THINK OF IT --

-- THAT SOUNDS LIKE A PRETTY GOOD IDEA!

YOU SAID IT, MANDRILL! C'MON, GUYS -- ATTACK!

"-- SPEED DEMON, MADCAP, THE WIZARD AND HYDRO-MAN --"



"-- BUT THEN,
WHAT KIND
OF A TEST
WOULD IT BE
IF IT WERE
EASY?"

UH,
SURRENDER!
BEFORE I'M
FORCED TO
HURT
YOU!

YOU,
HURT ME?

WHY, YOU
CAN BARELY STAY
STEADY ON THOSE
PRETTY PINK
WINGS OF
YOURS!

COME CLOSER,
FEMALE -- AND FALL
TO THE MIND-CONTROL
OF THE MANDRILL!

I -- uh --
I --
-- YOU
WON'T --
NO --

-- YOU
WON'T!

SPLAM

VERY GOOD,
SONGBIRD!

YOU
DEFEATED HIM
BEFORE HE WAS
CLOSE ENOUGH FOR
HIS PHEROMONE
POWER TO TAKE
FULL EFFECT!

AS FOR
ME --

-- I'LL TRY MY
LUCK AGAINST
THIS FELLOW,
HERE!

HA! YOU'VE GOT
NO CHANCE,
MASKED MAN!

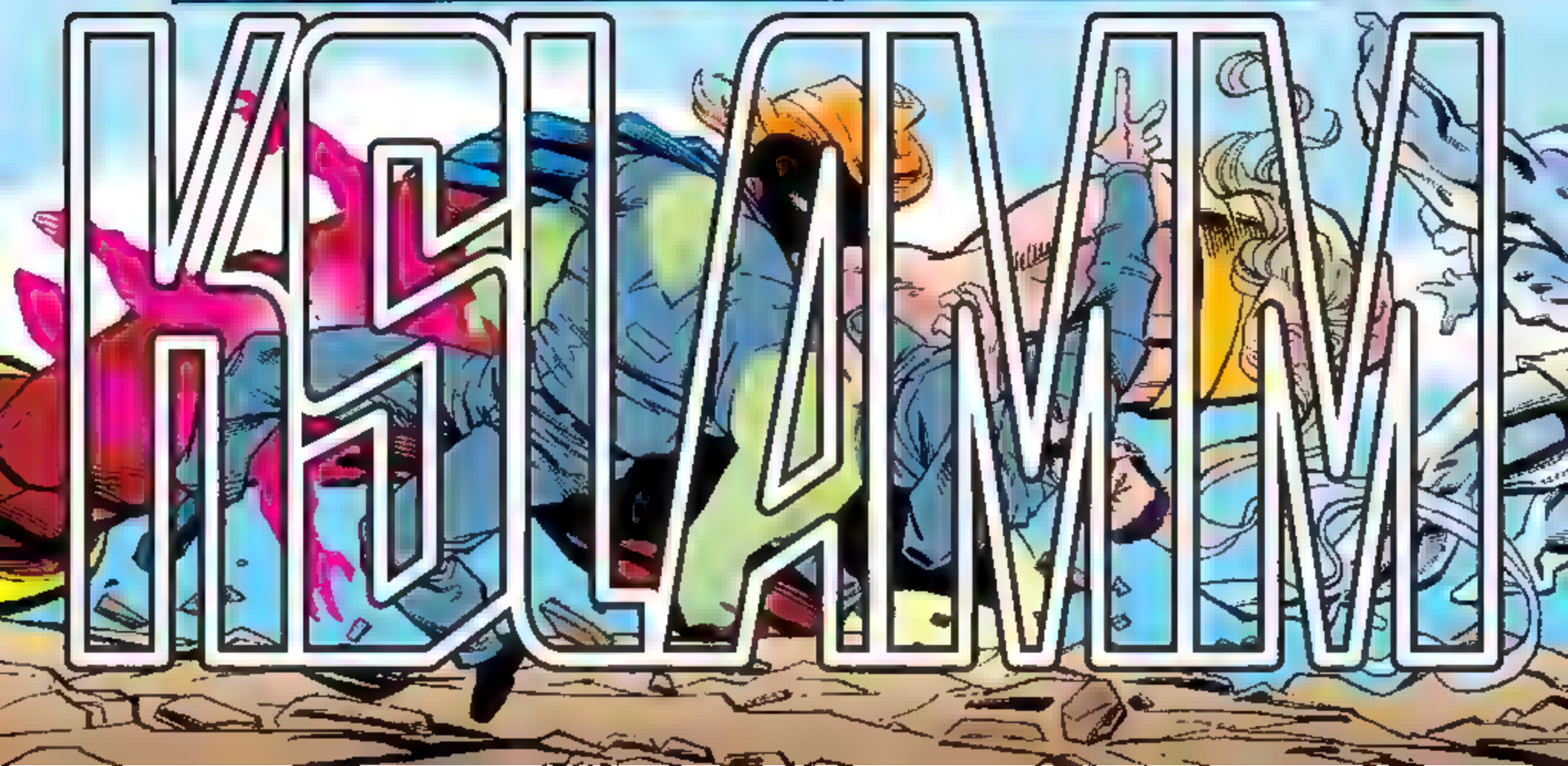
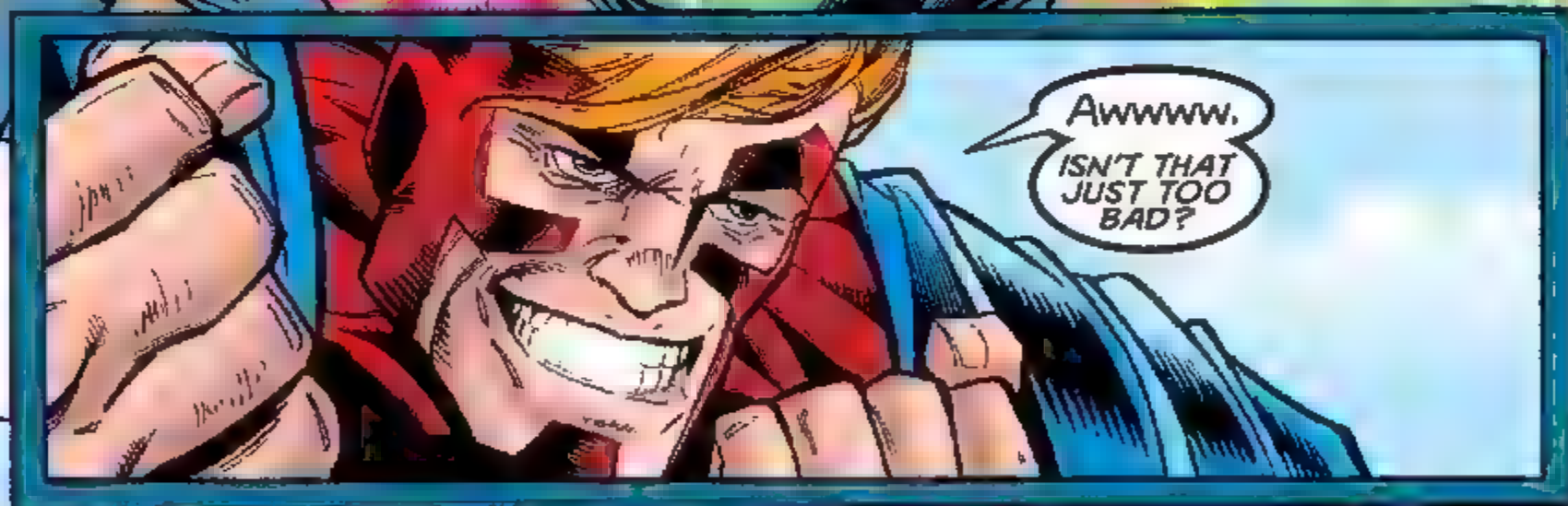
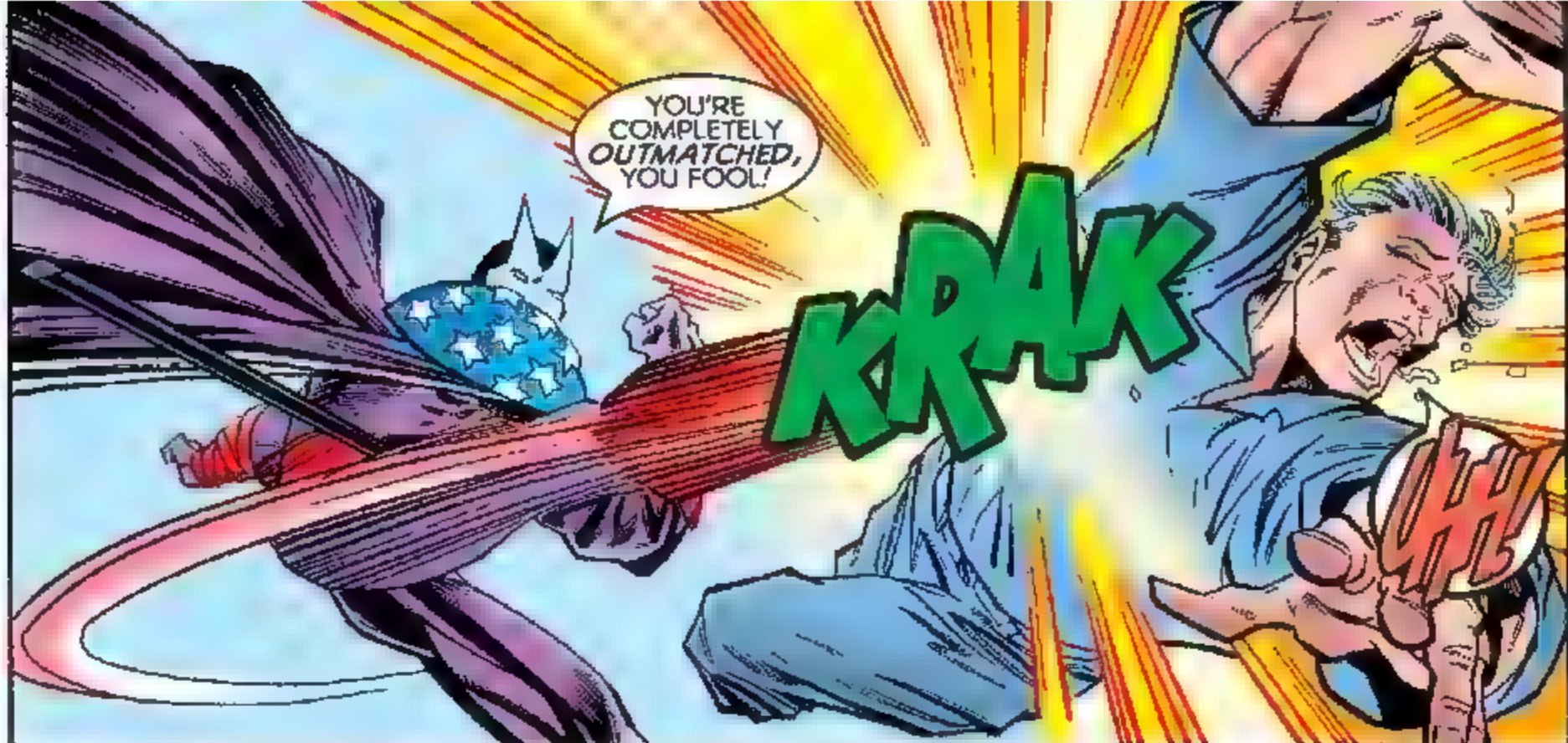
I'M
THE SPEED
DEMON! I CAN
RUN FASTER
THAN YOU CAN
THINK!

CAN YOU
NOW?

BECAUSE IT LOOKS TO
ME LIKE YOU'RE A BIT
SHAKY -- UNSTEADY
ON YOUR FEET...

DON'T BE RIDICULOUS!
YOU CAN'T PSYCH ME
OUT THAT WAY!

I'M
COMPLETELY --
COMPLETELY --



"THE BATTLE WAS A LONG AND DIFFICULT ONE. WE HAD THE ADVANTAGE OF SURPRISE, OF COURSE -- AND THEY WERE DISORGANIZED, WHILE WE FOUGHT AS A TEAM --

"-- BUT STILL, IT WAS TOUCH AND GO FOR A LONG TIME, UNTIL FINALLY --

Uh!

Ahh!

GIB!

UFF!

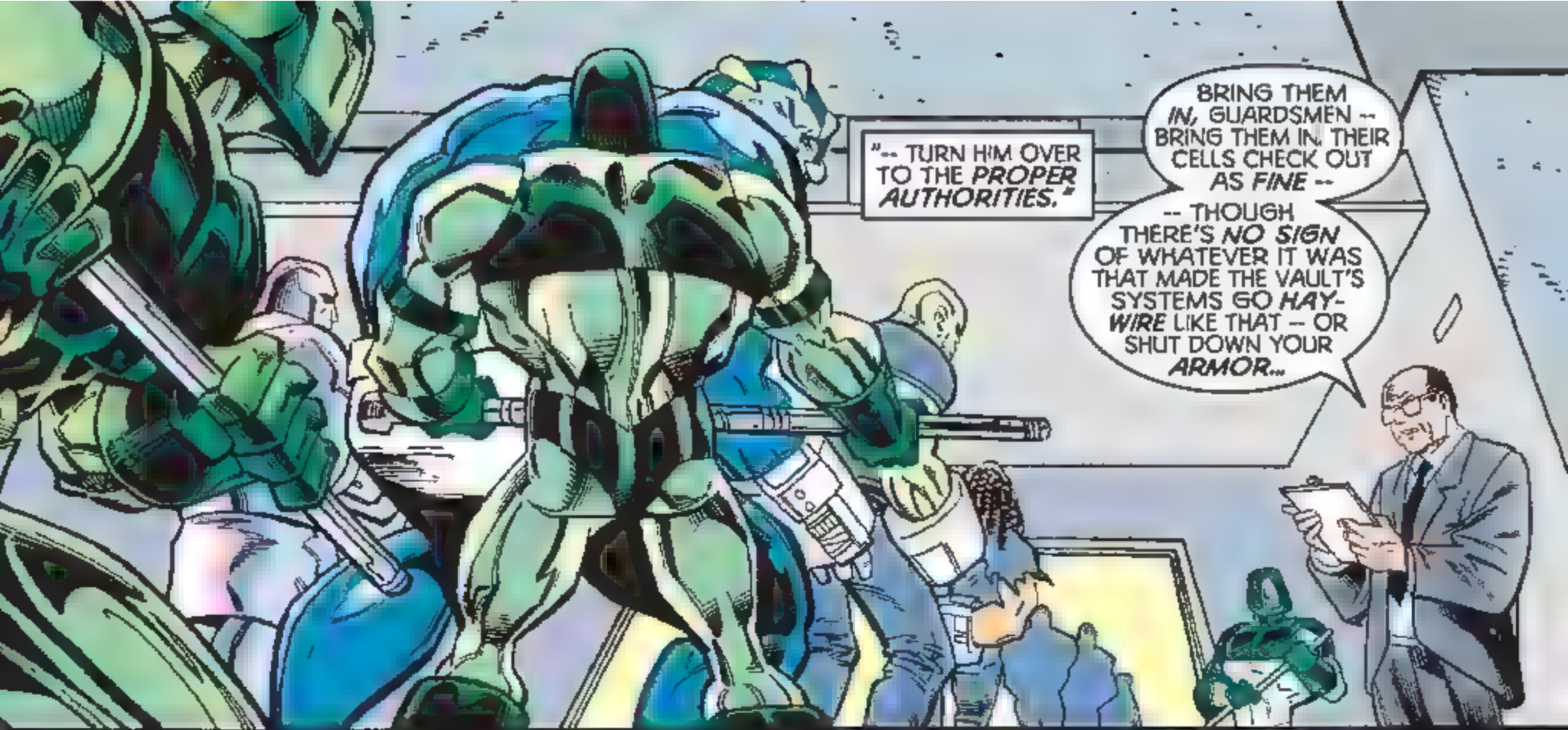
"... WE TRIUMPHED."

Oh, MAN -- CAN WE BACK UP AND DO THAT AGAIN? THAT WAS A BLAST!

I'VE GOT HYDRO-MAN HERE, B -- Uh, CITIZEN V.

WHAT SHOULD I DO WITH HIM?

WHY, WHAT ANY HERO WOULD DO, SONG-BIRD --



"-- TURN HIM OVER TO THE PROPER AUTHORITIES."

BRING THEM IN, GUARDSMEN -- BRING THEM IN. THEIR CELLS CHECK OUT AS FINE --

-- THOUGH THERE'S NO SIGN OF WHATEVER IT WAS THAT MADE THE VAULT'S SYSTEMS GO HAY-WIRE LIKE THAT -- OR SHUT DOWN YOUR ARMOR...



AND I MUST SAY, WE OWE YOU A GREAT DEBT OF THANKS, MR... Er...

WE'D PREFER TO KEEP OUR NAMES OUT OF THIS FOR NOW, WARDEN JZÉMICO.

WE'RE NOT READY YET TO MAKE OUR PUBLIC DEBUT -- AND UNTIL THEN, WE'D LIKE TO KEEP A LOW PROFILE.

I HOPE THAT MEANS YOU'RE NEW HEROES -- AND THAT WE'LL BE SEEING MORE OF YOU. THE WORLD NEEDS SOME GOOD NEWS LIKE THAT...!

I HOPE SO, WARDEN. I SINCERELY HOPE SO.

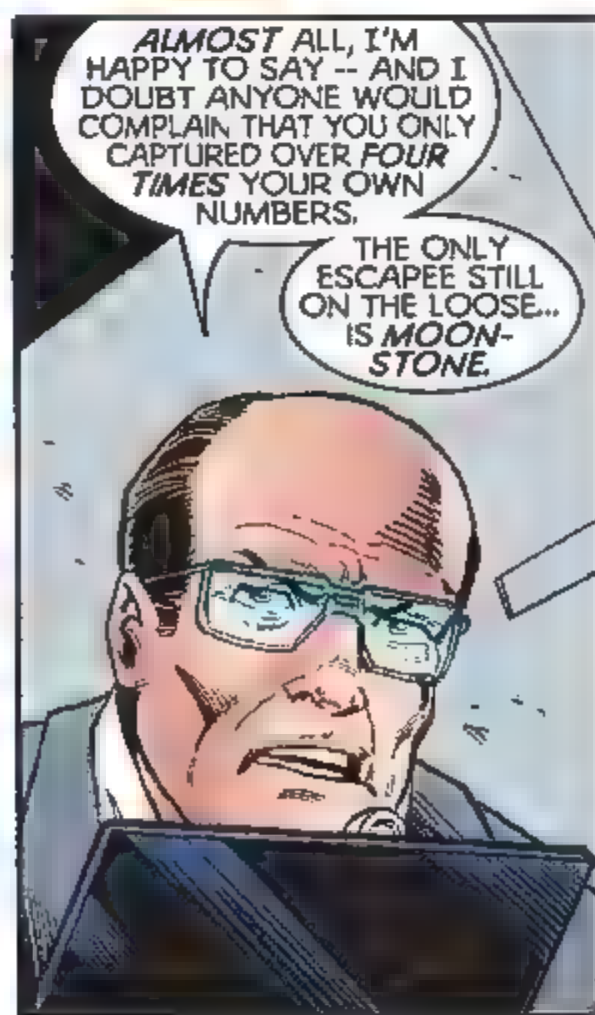


I JUST CAN'T IMAGINE WHAT WOULD HAVE HAPPENED IF YOU WEREN'T HERE. WE HAVE NO IDEA WHAT MADE THE BREAKOUT POSSIBLE, OR...



WE'RE SIMPLY HAPPY WE COULD HELP, WARDEN.

AND I HOPE WE WERE ABLE TO ROUND UP ALL THE ESCAPEES...?



ALMOST ALL, I'M HAPPY TO SAY -- AND I DOUBT ANYONE WOULD COMPLAIN THAT YOU ONLY CAPTURED OVER FOUR TIMES YOUR OWN NUMBERS.

THE ONLY ESCAPEE STILL ON THE LOOSE... IS MOON-STONE.

"AND WHILE WE WERE TESTING OUR ABILITIES AT THE VAULT, MACH-1 AND TECHNO WERE ON A SPECIAL MISSION --

"-- CONTACTING THE TEAM'S FINAL RECRUIT.

PERFECT, PERFECT! YOU SPRUNG THOSE CELLS LIKE EGGSHELLS, FIX -- AND FLOATING HER OUT IN THE CONFUSION WAS A SNAP!

I TRY, BEETLE -- I TRY.

HERE, MOONSTONE -- LET ME TAKE CARE OF THOSE SHACKLES...

"SHE WAS A... NEW AGE PHILOSOPHY EXPERT, WHO'D BEEN SUFFUSED WITH AN EXTRA-TERRESTRIAL ENERGY DURING A HARMONIC CONVERGENCE."

WHAT -- WHAT HAVE YOU DONE, YOU IDIOTS? I WAS PREPARED TO SERVE OUT MY SENTENCE, DO MY TIME -- BUT NOW --

RELAX, MOONSTONE --

-- YOU'LL HAVE ALL THE ANSWERS YOU WANT, IN A MINUTE OR TWO.

SO -- HOW'D THE GAS WORK OUT? DID IT DO THE TRICK?

IT PERFORMED ADMIRABLY, FIXER.

FULL PENETRATION THROUGH THE CELL BLOCKS. COMPLETE EFFECTIVENESS.

GOOD, GOOD. IT WAS FUN, CUSTOMIZING A GAS THAT'D REACT WITH EACH OF THOSE WILDLY DISPARATE BODY CHEMISTRIES --

-- AND YET STILL KNOCK OUT MOONSTONE HERE FOR ONLY HALF AN HOUR.

SPEAKING OF WHICH -- HOW ARE YOU FEELING, Dr. SOFEN?

VERY GOOD, IF NOT FOR THE FACT THAT YOU'RE WORKING WITH KNOWN MASTERS OF EVIL, I DOUBT I'D HAVE RECOGNIZED YOU.

STILL, THAT PRUSSIAN ARROGANCE COMES THROUGH NO MATTER WHAT THE OUTFIT. WHAT DO YOU WANT, ZEMO?



"I DESCRIBED
OUR GOALS
TO HER..."

-- AND
THAT'S THE
PLAN. I DON'T TRUST
YOU, MOONSTONE --
NOT AFTER YOU TRIED
TO KILL ME WHEN
LAST WE WORKED
TOGETHER.

HOWEVER,
IF WE'RE GOING
TO SUCCEED AT THIS
IMPOSTURE, WE NEED
A TRAINED PSYCHIATRIST,
CAPABLE OF JUDGING
EMOTIONAL
REACTIONS --

-- AND
GUIDING THE
TEAM IN THEIR
PORTRAYALS.



ACCORDINGLY,
I'M OFFERING YOU
A CHOICE. A PLACE IN
THE TEAM, CONTINGENT
ON YOUR ABSOLUTE
LOYALTY --

-- OR A
RETURN TO
THE VAULT, TO
SERVE THE REST
OF YOUR
SENTENCE.

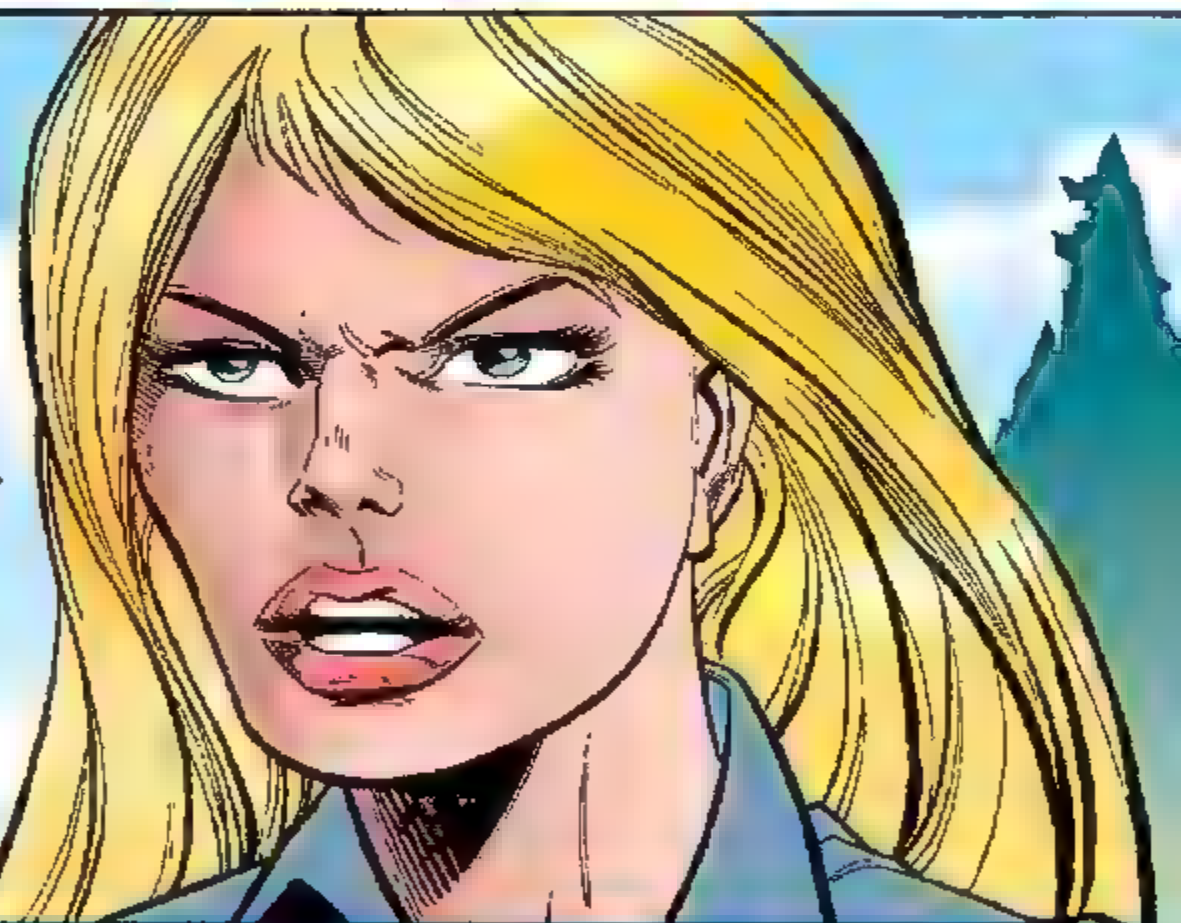
WITH FIVE
TO TEN YEARS
ADDED FOR
"ESCAPING," NO
DOUBT.

WELL,
ZEMO --



-- CONSIDERING
YOU'VE MADE ME
A FUGITIVE, AND THAT
I HAVE FEW OTHER
OPTIONS --

-- AND ALSO
CONSIDERING THAT
IT SOUNDS LIKE AN
AUDACIOUS AND HIGHLY
WORKABLE PLAN THAT
STANDS AN EXCELLENT
CHANCE OF
SUCCEEDING --



-- I'M
IN.

"AND SO WE
WERE FINALLY
ASSEMBLED.
ALL THAT
REMAINED --

19-- WERE A
FEW DETAILS."

-- GOT
FINGERPRINT
AND RETINA-PRINT
DISTORTERS FOR
EVERYONE,
PLUS VOCAL
MODULATION
CHIPS.

AND KARLA, IF YOU'D LIKE A BIO-PLASMIC DISGUISE, LIKE JOSTEN AND I HAVE, IT'D BE A SNAP. NEW FACIAL STRUCTURE, SKIN TONE, HAIR COLOR —

HE EVEN
MADE A FEW
MODIFICATIONS
TO MY *CHEEK-
BONES* --

THANKS.
I'LL THINK
ABOUT IT.

PRECISELY THE RIGHT TONE
TO STRIKE, ERIK. IN ADDITION,
IT SHOULD BE APPROPRIATELY
SELF-RIGHTEOUS AND
HAVE AN AIR OF
AUTHORITY --

-- NOT
UNLIKE
"AVENGERS."

YOU
SHOULD —
I LIKE MY NEW
FACE SO MUCH
I ASKED THE FIX —
ER, TECHNO
TO MAKE IT
PERMANENT.

BUT HEY, WE
NEED A NAME, DON'T
WE? SOMETHING TOUGH,
THAT MAKES US SOUND LIKE **BAD
NEWS** -- ER, **GOOD BAD NEWS**...

HA.

WHAT YOU'RE DESCRIBING, I BELIEVE, IS A NAME WITH RESONANCES OF WORLD WAR II —OF STORM-TROOPERS AND THE BLITZKRIEG.

SOMETHING CRYPTO-
FASCIST — BUT *FRIENDLY*.
LADIES AND GENTLEMEN,
I GIVE YOU —
—THE
THUNDERBOLTS!

AS FOR THE REST, THE
REST, YOU ALREADY
KNOW.

HOW
WE CAME TO
NEW YORK, SET UP
OPERATIONS IN AN
ABANDONED ITALIAN
RESTAURANT, AND
BEGAN PREPARING
FOR OUR FIRST
PUBLIC
BATTLE...

...WHICH
TURNED OUT
TO BE AGAINST
THE RAT
PACK.

-- AND NOBODY HAD
ANY IDEA THAT I'D WIND
UP BECOMING A SUPER
HERO -- MUCH LESS A
THUNDERBOLT.

I'M SO
PROUD, CITIZEN
V -- TO BE A
MEMBER OF SUCH A
NOBLE, HEROIC
TEAM --

-- AND I'M
GRATEFUL TO
YOU FOR GIVING
ME THE
CHANCE!

I --
EH --

I
WON'T LET
YOU DOWN -- I
PROMISE!

I'D BETTER GO FIND
TECHNO NOW -- SO
HE CAN EXPLAIN
THOSE READOUTS
TO ME. THANKS
AGAIN!

THINK
NOTHING
OF IT,
CHILD.

CITIZEN V IS SILENT
FOR A FEW MOMENTS,
AFTER HALLIE HAS LEFT
HIS OFFICE AND THEN...

WELL?

"NEW AGE
PHILOSOPHY
EXPERT,"
BARON?

"HARMONIC
CONVERGENCE?"

WOW.
AND
OF COURSE,
THEY WERE
KIDNAPING
ME AT THE
TIME --

THANK
YOU SO
MUCH, I'M
SURE.

THAT'S WHAT
YOU GET FOR
EAVESDROPPING.
HAVE THE OTHERS
DROP BY MY OFFICE
ONE BY ONE -- SO
I CAN FILL THEM IN
ON THEIR NEW
HISTORIES.

ABE WILL BE
DELIGHTED, I'M
SURE, TO LEARN
HE'S NOW AN
ENGINEER...

YOU'RE NOT
TAKING THIS
SERIOUSLY
ENOUGH,
ZEMO.

THERE ARE HOLES IN THE
STORY YOU TOLD -- AND
THE GIRL IS NO SIMPLETON.
SHE COULD BE MORE
DANGEROUS TO YOUR
PLAN THAN YOU
THINK.

VERY WELL, ZEMO
BUT YOU CAN'T SAY
I DIDN'T WARN
YOU.

AND AS METEORITE
LEAVES... SHE HIDES
A TINY SMILE...

IT WAS YOU
WHO SUGGESTED
SHE JOIN, Dr. SOFEN.
BUT NO, SHE'LL BE
NO PROBLEM. SHE'S
COMPLETELY
STAR-
STRUCK --

-- AND
DOESN'T
SUSPECT
A
THING.

THE END... OR IS IT?

BROUGHT TO YOU BY COMICDOM'S MOST WANTED

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DARICK ROBERTSON (pages 19-23)
GEORGE PEREZ (pages 24-26)
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THUNDERBOLTS

FACT FILE

(OR, THE TRUTH BEHIND THE LIES)

We don't expect anyone reading this issue will believe Citizen V's, uh, highly-interpretive version of the truth, but just in case, here's some real background data on our pack of wolves in sheep's clothing.

C-I-T-I-Z-E-N-V

(Helmut, 13th Baron Zemo) a.k.a. The Phoenix, Baron Zemo
A megalomaniac and would-be world conqueror, Citizen V is the son of Heinrich, the 12th Baron Zemo, an influential Nazi scientist who created a variety of innovative weaponry during WWII. After the elder Zemo died in combat with Captain America, the younger Zemo, bent on revenge, followed in his father's footsteps first as the Phoenix and later as the second costumed Baron Zemo. Helmut's face was destroyed in his first clash with Captain America. Citizen V is a highly-skilled swordsman, tactician and hand-to-hand fighter, and while he's not the scientific genius his father was, he's quite accomplished at adapting the work of his father and other scientists to his own needs. First appearance: (as Phoenix) *Captain America* #168, (as Baron Zemo) *Captain America* #276.

M-O-O-N-S-T-O-N-E

(Dr. Karla Sofen) a.k.a. Moonstone

A noted psychiatrist, as well as a former associate and student of the criminal mastermind Dr. Faustus, she treated the original Moonstone — and caused him to psychologically rebel against and reject the powerful and mysterious moon rock that gave him his powers. Absorbing the moonstone into her own body, she took on the powers and identity of Moonstone, and has used them ever since to further her self-serving lust for power and control over others. The moonstone's energy makes her super-strong and extremely tough, and capable of flying at high speeds and emitting a variety of energy blasts. She can also phase through solid matter, but that's not a power she's used as a member of the Thunderbolts. First appearance: (as Karla Sofen) *Captain America* #192, (as Moonstone) *Incredible Hulk* #228.

M-A-C-H-1

(Abner "Abe" Jenkins) a.k.a. The Beetle

A master mechanic at an airplane-parts factory, and bored with his job, he tried to interest the company in a set of plans for some new and innovative hydraulic technology he'd created. When rebuffed, he used the plans as the basis for his first Beetle armor, turning to crime in the hopes of winning the fame, wealth and thrills denied him at work. Since that time, Jenkins has been a professional criminal, increasingly upset with his failure to achieve success in this career, either. His original armor has been reworked twice — once with the help of the Tinkerer and once, turning it into the M.A.C.H.-1 armor, with the considerable assistance of Techno. As M.A.C.H.-1 (the acronym stands for Mobile Armored Cyber-Harness), he's capable of high-speed flight and maneuverability, and has a wide variety of on-board sensors, communications equipment and weaponry, including machine guns and mini-missile launchers. First appearance: *Strange Tales* #123.

S-C-R-E-A-M-I-N-G

(Melissa Gold) a.k.a. Mimi Schwartz, Screaming Mimi

Taunted by schoolmates and emotionally abandoned by her

father after her mother was convicted and jailed for robbery, she ran away from home, adopting her mother's maiden name as an alias. Little is known of her subsequent life until she turned up as one of the Grapplers, a gang of female wrestlers with enhanced physical abilities. As Screaming Mimi, she used her vertigo-inducing sonic abilities in partnership with the original Grapplers, the Masters of Evil and Angar the Screamer, who became her lover. As Songbird, her powers have been altered — her larynx and throat have been rebuilt, and she has been provided with a sonic carapace based on technology developed by Ulysses Klaw, which allows her to use her voice to create solid-sound constructs, including wings capable of bearing her aloft. First appearance: *Marvel Two-In-One* #54.

T-E-C-H-N-O

(P. Norbert Ebersol) a.k.a. Mister Fix, The Fixer

A child prodigy whose engineering genius was evident from the age of three, he grew up disdainful of society for judging him by his looks and personality rather than his intellect and skill. After losing a number of jobs due to his arrogance, he turned to crime, and found what he'd been looking for his whole life — an arena in which his abilities mattered more than any other factor — and he's been an enthusiastic career criminal ever since. In addition to his membership in the Masters of Evil, he had a longtime partnership with the psionically-powered Mentallo and an extensive connection with the terrorist organization Hydra, including a stint as one of their section chiefs. As Techno, he's modified the bulky weapons-harness he wore as The Fixer into his tech-pac, a mentally-controlled unit made of thousands of circuits and components, which he can reconfigure at will, creating a virtual arsenal of weaponry and other equipment as he needs it. First appearance: *Strange Tales* #141.

A-T-L-A-S

(Erik Josten) a.k.a. Power Man, the Smuggler, Goliath

A mercenary and international smuggler, he was in the employ of Heinrich Zemo when Zemo died. After Zemo's death, Josten, was subjected by the Asgardian Enchantress to the effects of the "ionic ray" machine that Zemo had used to create Wonder Man, and became the super-strong Power Man. Since then, he has operated as a costumed criminal, experiencing both the waning of his ionic abilities (which led to his low-level operations as The Smuggler) and the enhancement of his powers (when Dr. Karl Malus gave him the growing power of Goliath). In recent years, Josten has been increasingly erratic and irrational, possibly as a side-effect of his expanding ionic nature, which progressed far beyond his original transformation. At Atlas, however, his mind has seemed far more clear, though his ionic-derived abilities have not been as exaggerated as in the past. Still, his abilities have made him the physical backbone of the team, his strength and durability increasing as he increases his size. First appearance: (as Power Man) *Avengers* #21, (as the Smuggler) *Spectacular Spider-Man* #49, (as Goliath) *Iron Man Annual* #7.

H-E-L-L-I-E

(Helen "Hallie" Takahama)

It's all pretty much there in the first couple of pages of the story, folks — except for the fact that her parents were Robert and Jane Takahama, who moved to Manhattan from Ojai, California when Hallie was quite young. First appearance: *Thunderbolts* #1

FLASHBACK

APPROVED
BY THE
COMICS
CODE



AUTHORITY

MINUS
1
JULY

THUNDER BOLT

**DISTANT
RUMBLINGS**

**MARVEL[®]
COMICS
GROUP**

FEATURING:

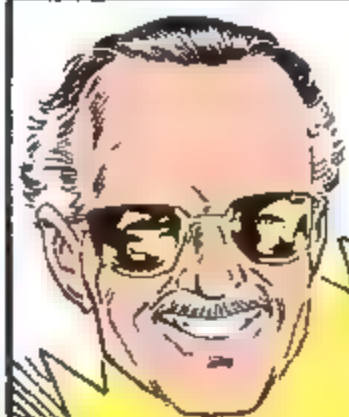
ZEMO!

NAMOR!



THE HORDES OF
HYDRA[™]
AND MORE!

Walt & Keith



HI, FLASHBACK FIENDS! BETCHA DIDN'T KNOW THAT STAN "THE MAN" LEE CAN READ YOUR THOUGHTS!

YOU'RE THINKING, "HEY, IF THIS IS FLASHBACK MONTH WHEN ALL THE MIGHTY MARVEL MAGS FLASH BACK TO A TIME A FEW YEARS BEFORE THE FF, THE X-MEN AND ALL OUR OTHER SUPER-DOERS GOT STARTED --

-- THEN WHAT IN THE NAME OF BEEZELBUB'S BEARD ARE WE DOING IN POZNAN, POLAND, WAY BACK IN 1943?"

WELL, READ ON, EFFENDI -- AND ALL WILL BECOME CLEAR!

DISTANT RUMBLINGS!

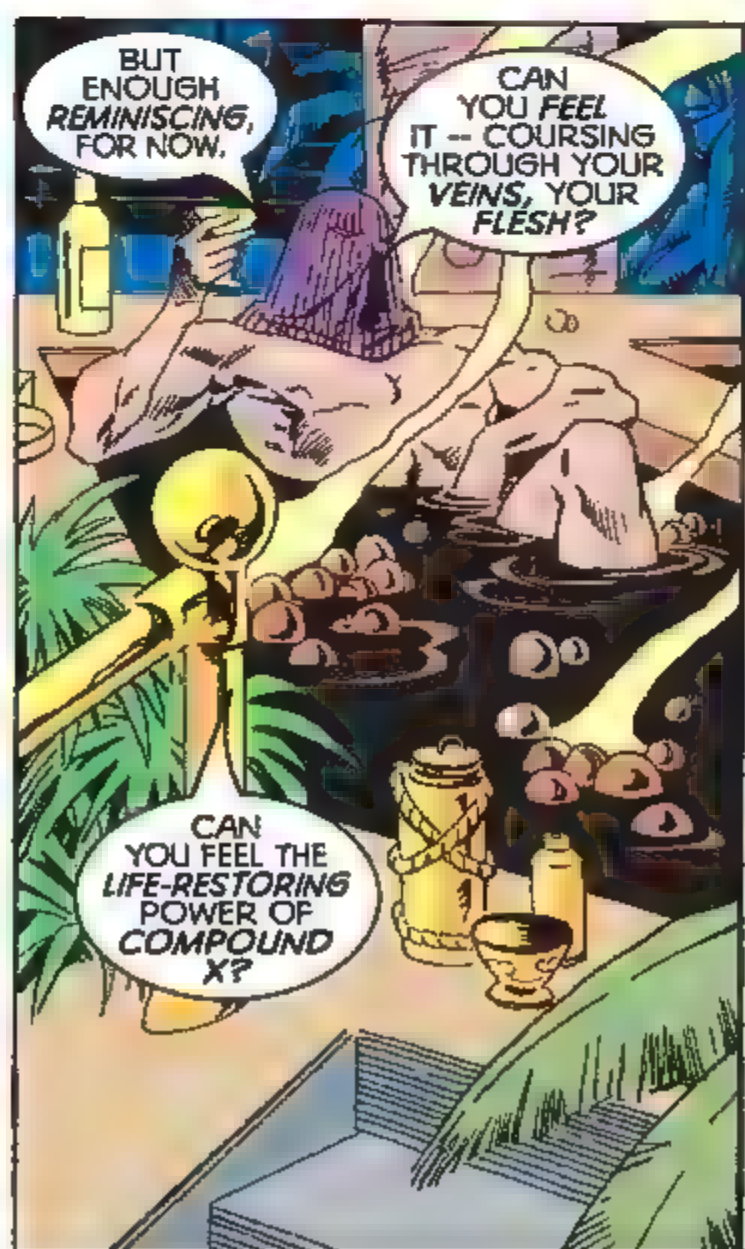
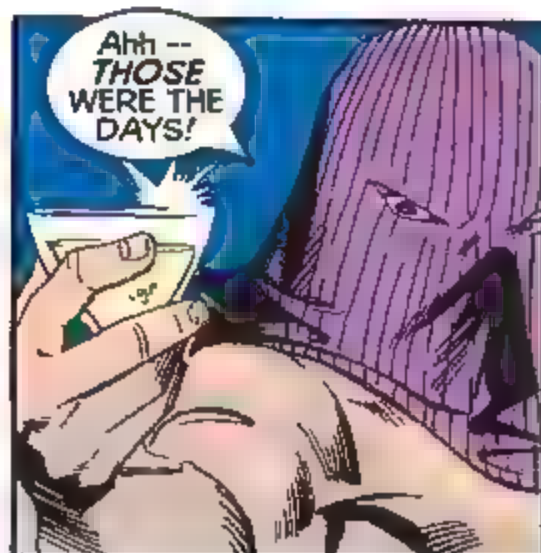
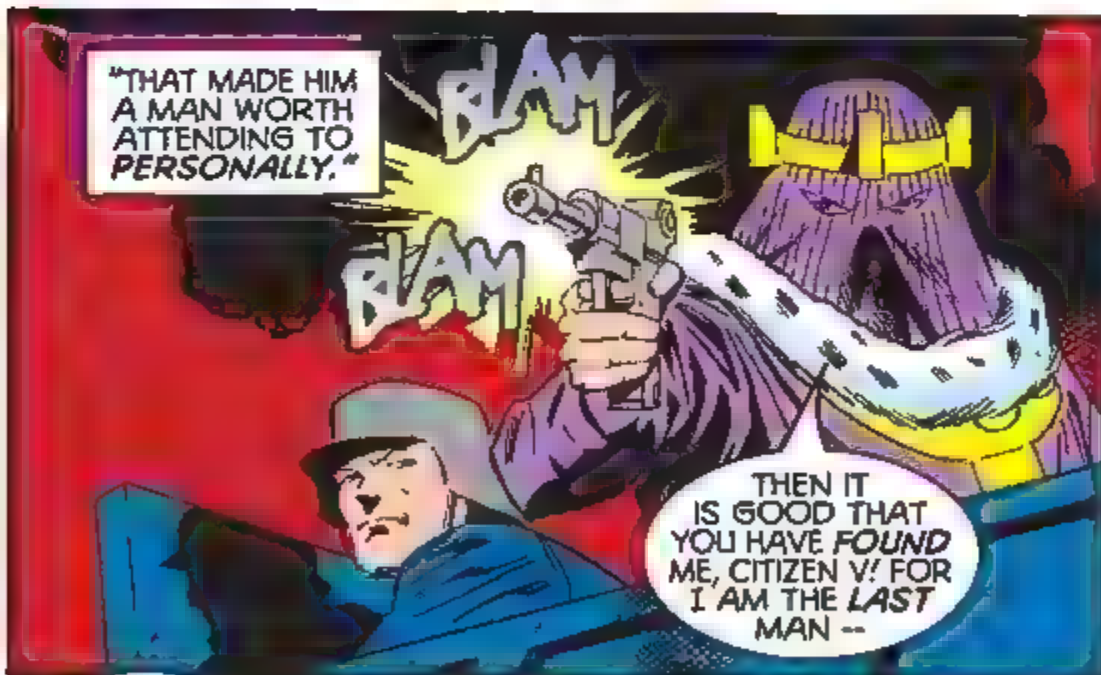
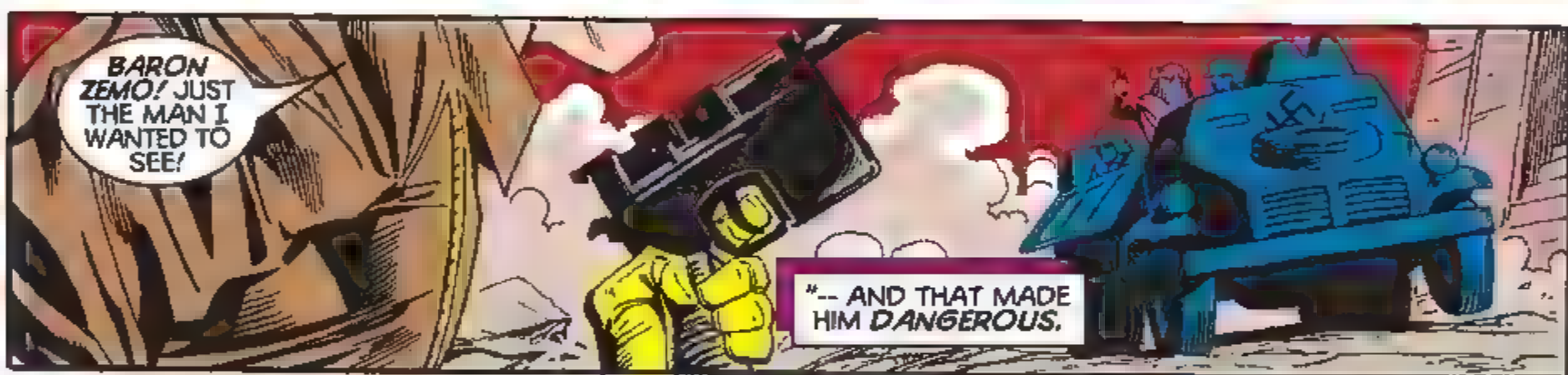
FORWARD!
FORWARD!

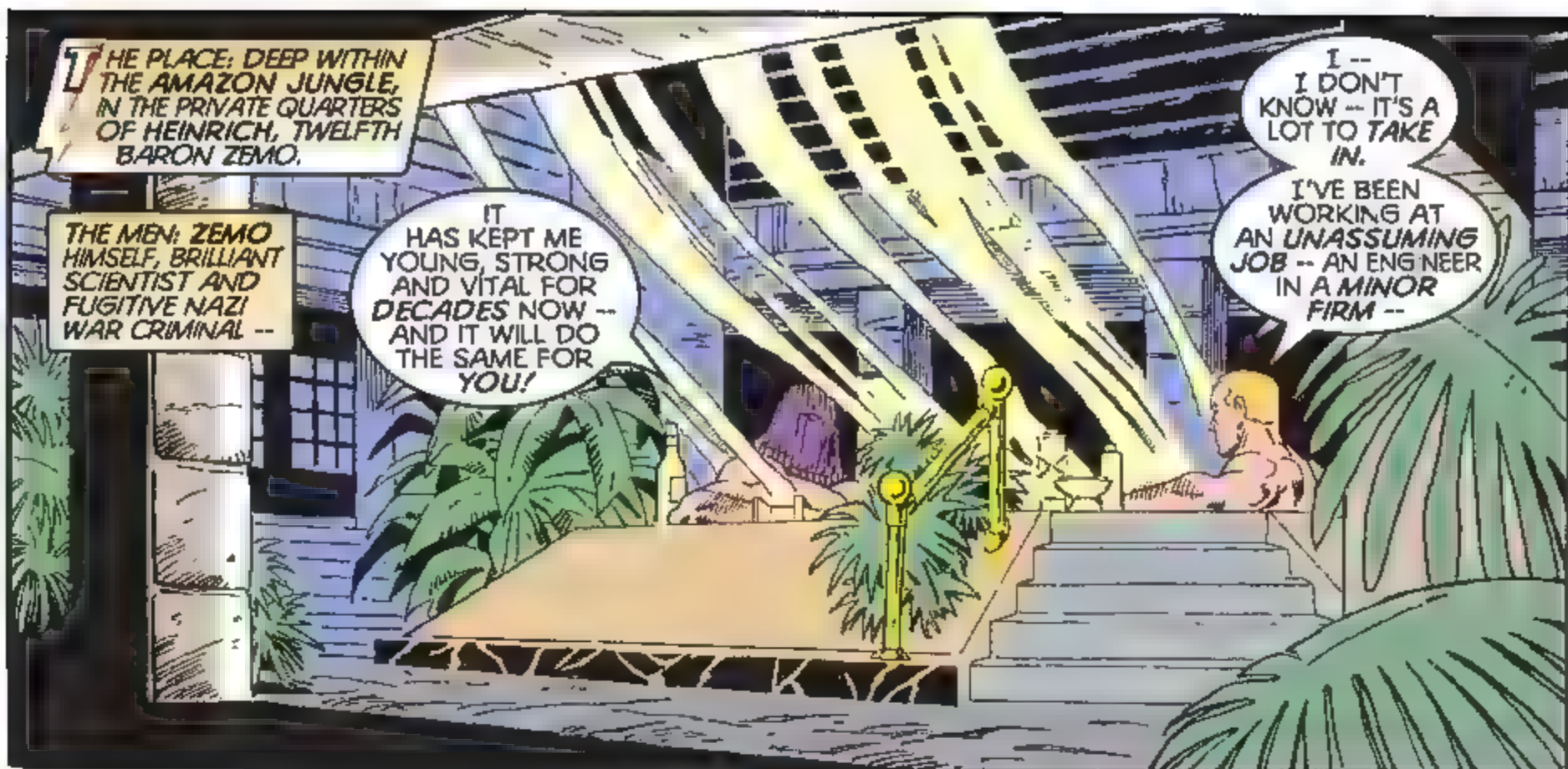
LET'S SHOW THIS NAZI FILTH HOW MEN FIGHT WHEN THEY'RE RECLAIMING THEIR LIBERTY!



"THEY CALLED HIM CITIZEN V --"

KURT BUSIEK WRITER
STEVE EPTING PENCILER
BOB WIACEK INKER
COMICRAFT'S
DAVE LANPHEAR/OG/SH LETTERS
TOM SMITH COLORS
TOM BREVOORT EDITOR
BOB HARRAS CHIEF





THE PLACE, DEEP WITHIN THE AMAZON JUNGLE, IN THE PRIVATE QUARTERS OF HEINRICH, TWELFTH BARON ZEMO.

THE MEN: ZEMO HIMSELF, BRILLIANT SCIENTIST AND FUGITIVE NAZI WAR CRIMINAL --

IT HAS KEPT ME YOUNG, STRONG AND VITAL FOR DECADES NOW -- AND IT WILL DO THE SAME FOR YOU!

I -- I DON'T KNOW -- IT'S A LOT TO TAKE IN.

I'VE BEEN WORKING AT AN UNASSUMING JOB -- AN ENGINEER IN A MINOR FIRM --



-- AND HIS SON, HELMUT.

-- BUT NOW, MY MOTHER'S DEATH -- HEARING FROM YOU --

Bah! YOU SOUND LIKE ONE OF THE SHEEP YOU SHOULD BE RULING.



YOU ARE A ZEMO, HELMUT. YOU ARE SUPERIOR -- ONE OF THE FATED MASTERS OF THE WORLD!

YOU MUST ACCLIMATE YOURSELF TO THE POWER THAT IS YOUR BIRTH-RIGHT!



SLAM

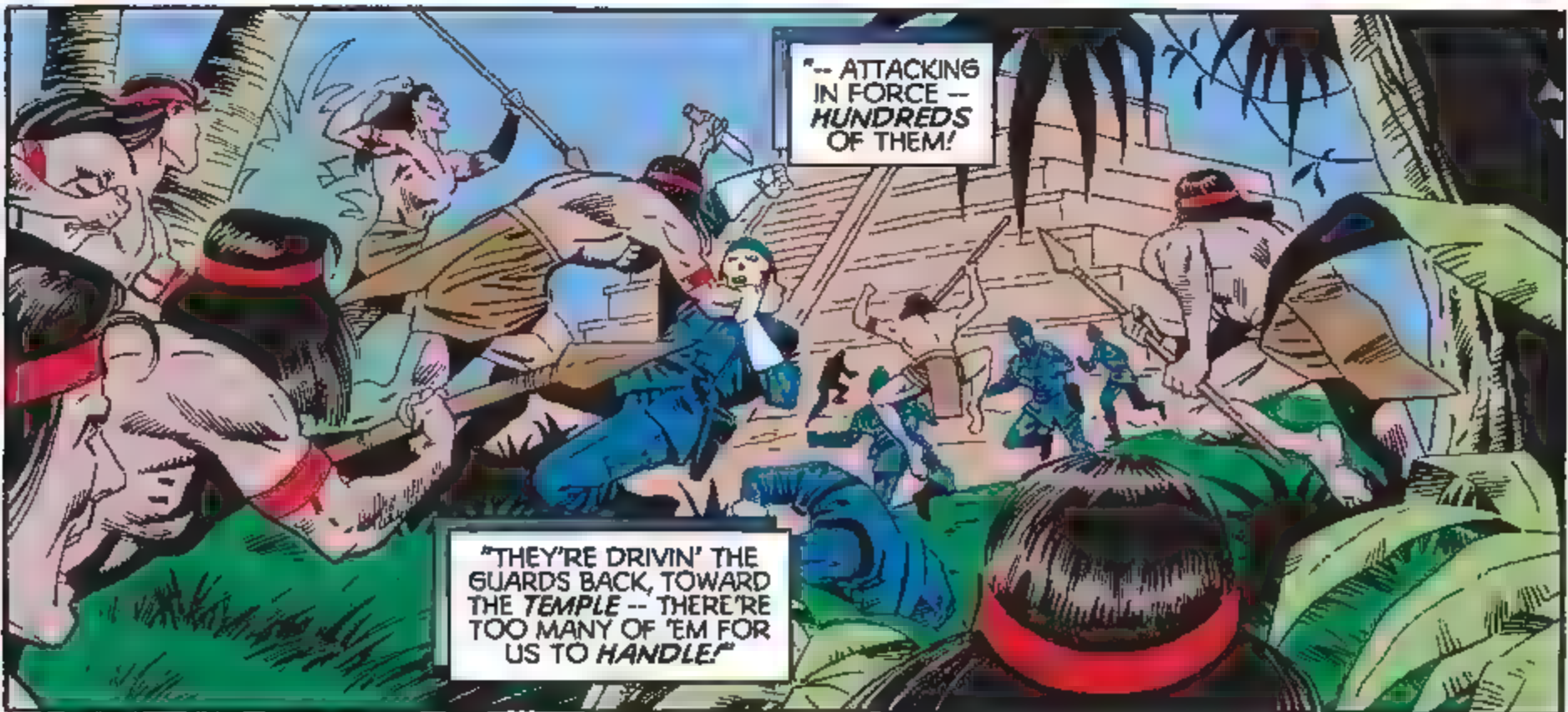
BARON! SIR!

EH? JOSTEN --?



SIR! I APOLOGIZE FOR THE INTERRUPTION, SIR -- BUT IT'S THE INDIANS, THE LABORERS!

THEY'RE REBELLING --



... ATTACKING IN FORCE -- HUNDREDS OF THEM!

"THEY'RE DRIVIN' THE GUARDS BACK, TOWARD THE TEMPLE -- THERE'RE TOO MANY OF 'EM FOR US TO HANDLE!"



Pfah, MERCENARIES ARE ALWAYS COMPLAINING. JOSTEN -- STAY WITH MY SON. GUARD HIM WITH YOUR LIFE, YOU UNDERSTAND --

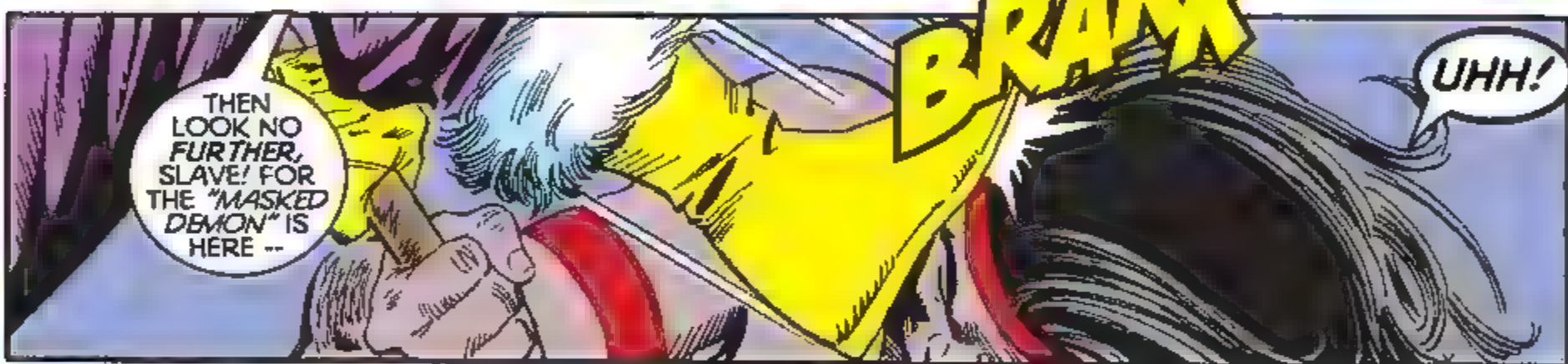
YES, SIR!

-- WHILE I ATTEND TO THIS DIFFICULTY.



NO MERCY! THESE ARE ONLY THE DOGS -- AND WE MUST REACH THE MASTER! IF WE CAN KILL THE MASKED DEMON --

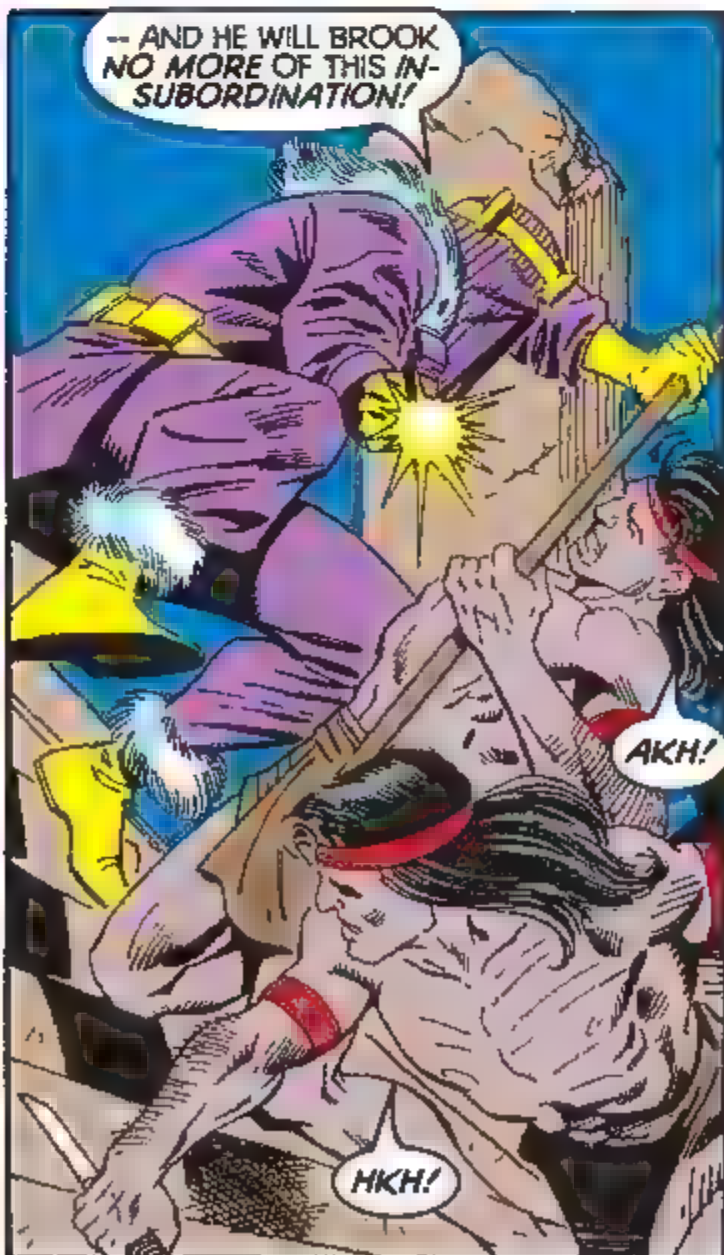
-- WE WILL BE FREE!



THEN LOOK NO FURTHER, SLAVE! FOR THE "MASKED DEMON" IS HERE --

BRANKK

UHH!



-- AND HE WILL BROOK NO MORE OF THIS IN-SUBORDINATION!

AKH!

HKH!

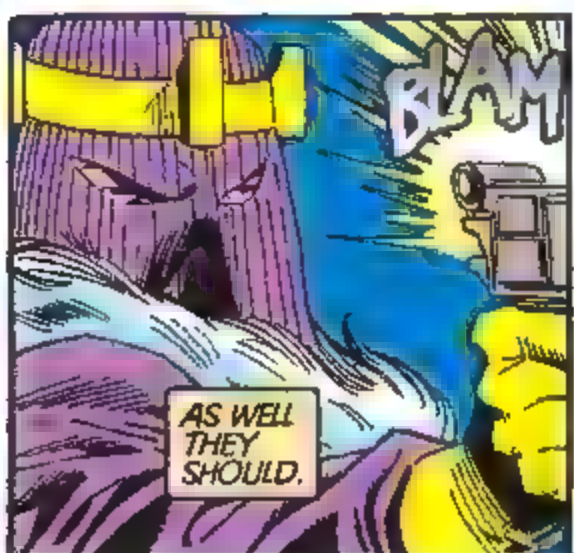


NOW, MY MEN!

RALLY AROUND ME -- AND WE WILL QUELL THIS UP-RISING IN NO TIME!

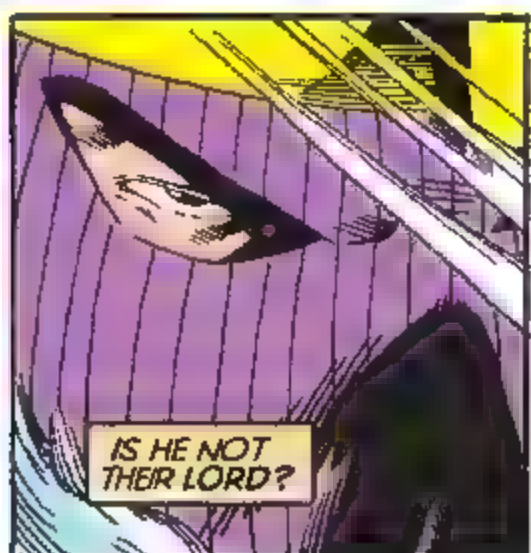
HE SHOWS NO FEAR, NO HINT OF CONCERN. AND HIS MEN FIND NEW STRENGTH, NEW COURAGE

BLAM
BLAM



BLAM

AS WELL THEY SHOULD.



IS HE NOT THEIR LORD?



AND, FROM THE PARAPETS OF THE TEMPLE..

IT'S... FASCINATING.

HELMUT ZEMO HASN'T SEEN HIS FATHER IN YEARS. HE REMEMBERS HIM, OF COURSE, AND HAS STUDIED HIS CAREER --

-- BUT TO SEE HIM LIKE THIS AFTER SO LONG -- TO EXPERIENCE A NAKEDLY FASCIST VIEWPOINT THAT SEEMS TO BELONG TO ANOTHER ERA --

-- IT TAKES SOME GETTING USED TO.



HE'S ENCIRCLING THEM -- CUTTING THEM OFF FROM THE FOREST, EVEN AS HE MOVES FORCES INTO POSITION --

-- TO DIVIDE THEM, BREAKING THEM INTO SMALLER GROUPS, CUTTING THEM OFF FROM THEIR LEADERS..

PRETTY IMPRESSIVE, SIR. MOST CIVILIANS, THEY WOULDN'T HAVE ANY IDEA WHAT WAS GOIN' ON DOWN THERE, OR WHY.



WELL, MILITARY HISTORY-- AND STRATEGY -- HAVE ALWAYS BEEN INTERESTS OF MINE. I JUST NEVER EXPECTED TO SEE ANYTHING LIKE THIS IN PERSON.

BUT TELL ME --



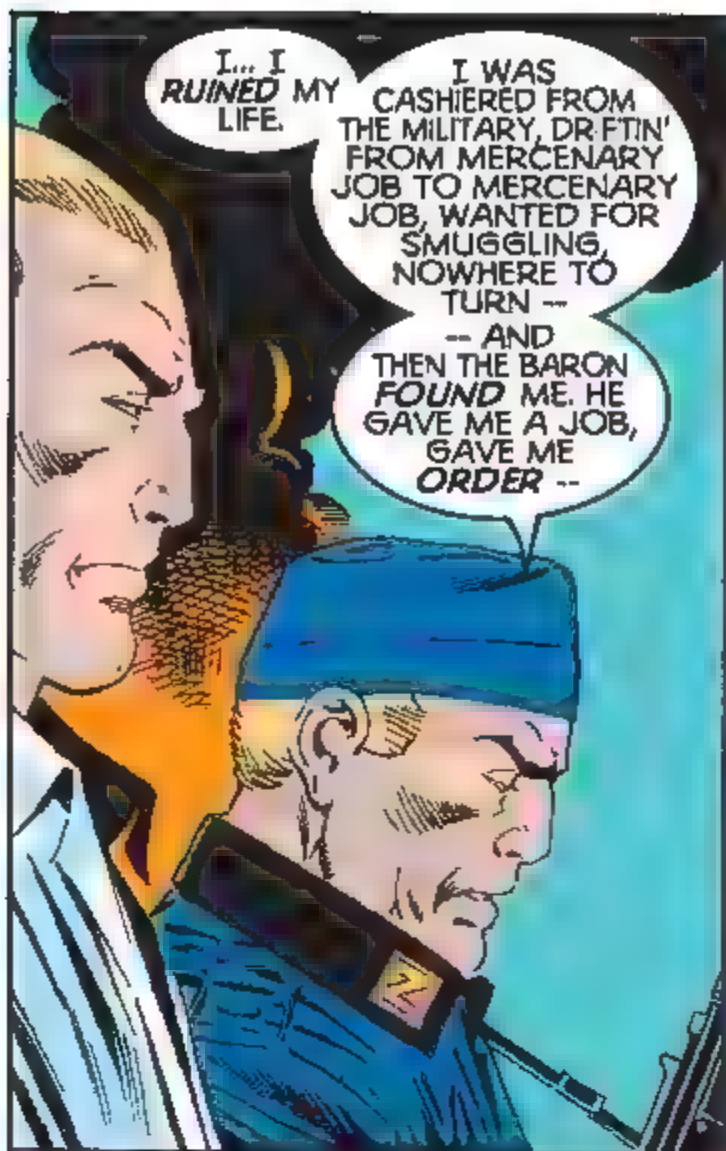
-- YOU'VE SEEN MORE OF MY FATHER THAN I HAVE. IS HE ALWAYS THIS SEVERE?

THE BARON'S A GREAT MAN, SIR. A GREAT MAN.

NOW IT'S MY TURN TO BE IMPRESSED. YOU'RE DEVOTED TO HIM -- COMPLETELY LOYAL.



I'M CURIOUS. WHY?



I... I
RUINED MY
LIFE.

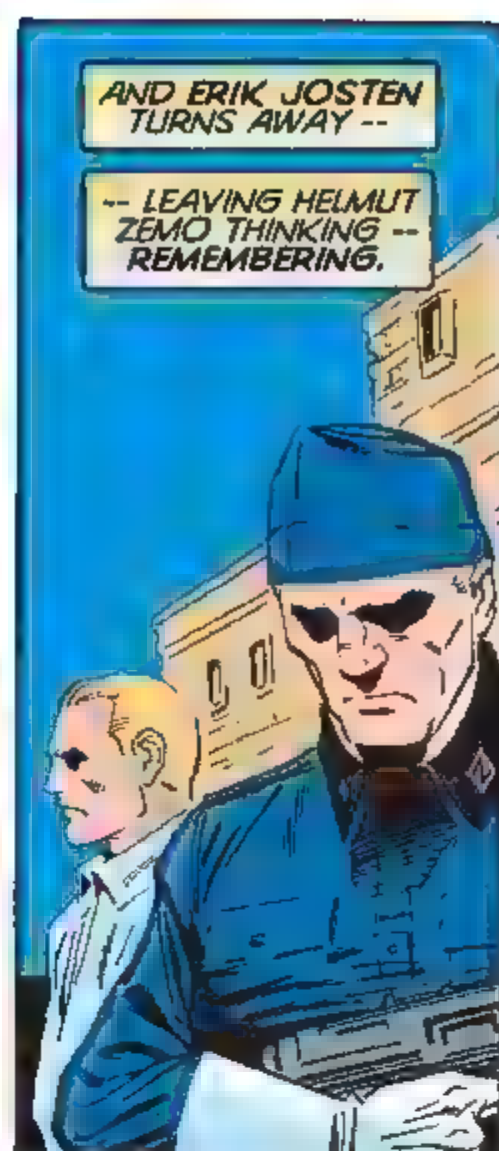
I WAS
CASHIERED FROM
THE MILITARY, DR FTIN'
FROM MERCENARY
JOB TO MERCENARY
JOB, WANTED FOR
SMUGGLING,
NOWHERE TO
TURN --

-- AND
THEN THE BARON
FOUND ME. HE
GAVE ME A JOB,
GAVE ME
ORDER --



-- GAVE
ME A LIFE
BACK, INSTEAD
OF JUST
DESPAIR.

I'D TAKE
A BULLET
FOR HIM. I'D
BE GLAD
TO.



AND ERIK JOSTEN
TURNS AWAY --

-- LEAVING HELMUT
ZEMO THINKING --
REMEMBERING.

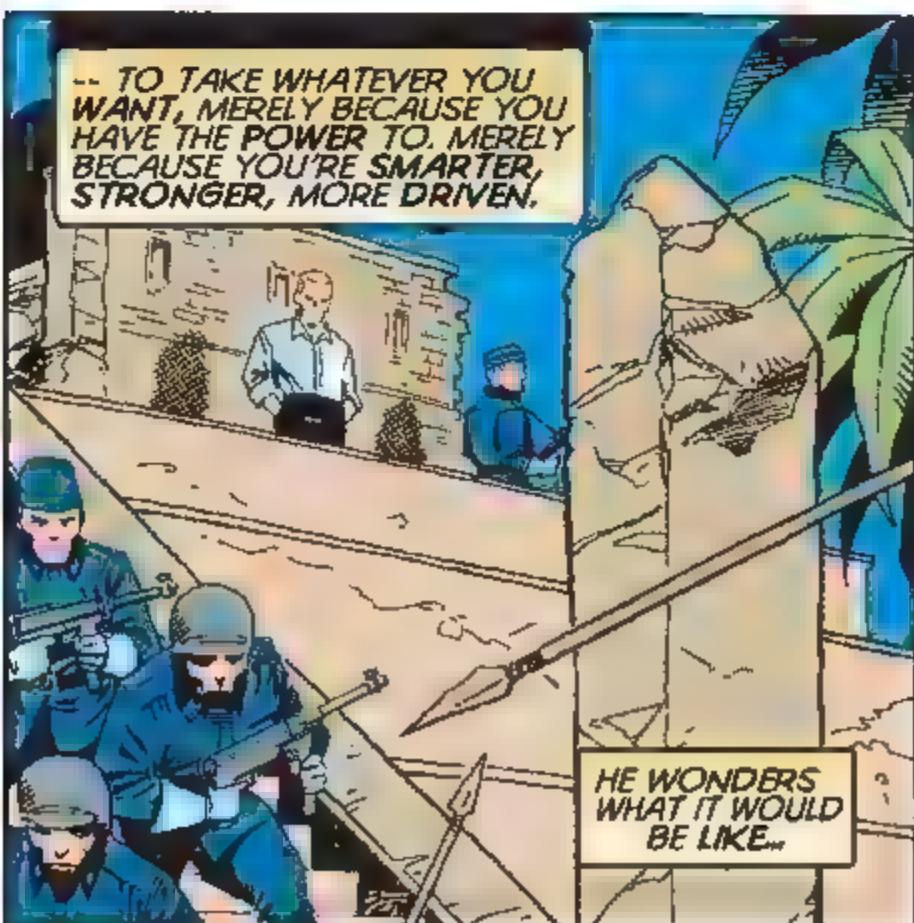


THE LUSH, PRIVILEGED
LIFE HIS FAMILY HAD
LED BEFORE AND
DURING THE WAR --
THE LIFE HE'D LED --

-- THOSE ARE MEMORIES
HE'D ALWAYS SUPPRESSED,
IN ORDER TO ADJUST TO
LIFE AS A HUMBLE ENGINEER.

BUT HERE, IN THIS RAW,
PRIMITIVE SETTING, HE
CAN FEEL HIS FATHER'S
AURA OF COMMAND,
OF POWER, LIKE IT'S A
PHYSICAL THING --

-- AND IT ALL COMES
BACK TO HIM. HE
FINDS HIMSELF
WONDERING WHAT
IT WOULD BE LIKE --

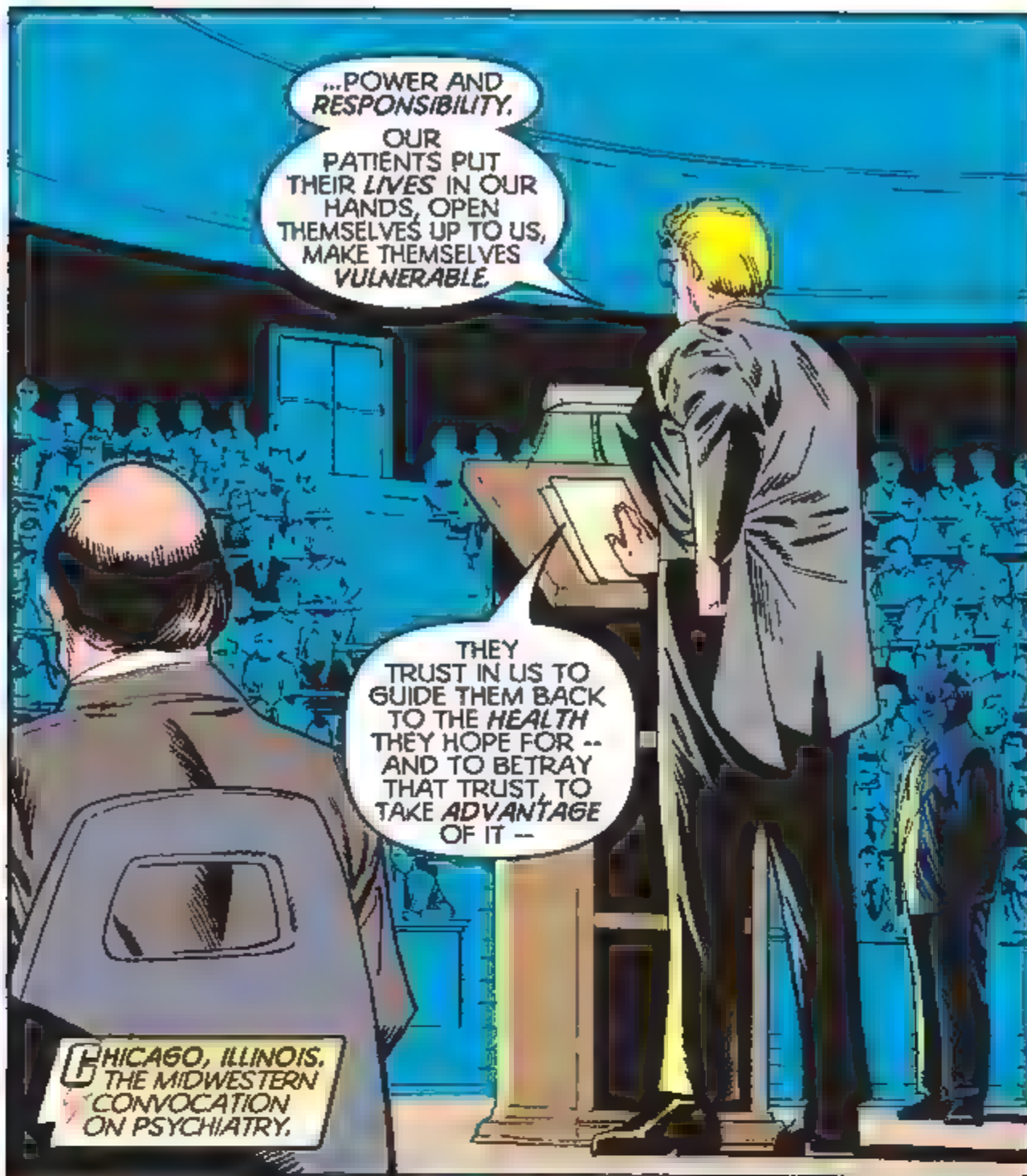


-- TO TAKE WHATEVER YOU
WANT, MERELY BECAUSE YOU
HAVE THE POWER TO. MERELY
BECAUSE YOU'RE SMARTER,
STRONGER, MORE DRIVEN.

HE WONDERS
WHAT IT WOULD
BE LIKE..



"IT'S ABOUT
POWER, LADIES
AND GENTLEMEN.."



...POWER AND RESPONSIBILITY. OUR PATIENTS PUT THEIR LIVES IN OUR HANDS, OPEN THEMSELVES UP TO US, MAKE THEMSELVES VULNERABLE.

THEY TRUST IN US TO GUIDE THEM BACK TO THE HEALTH THEY HOPE FOR -- AND TO BETRAY THAT TRUST, TO TAKE ADVANTAGE OF IT --

CHICAGO, ILLINOIS. THE MIDWESTERN CONVOCATION ON PSYCHIATRY.

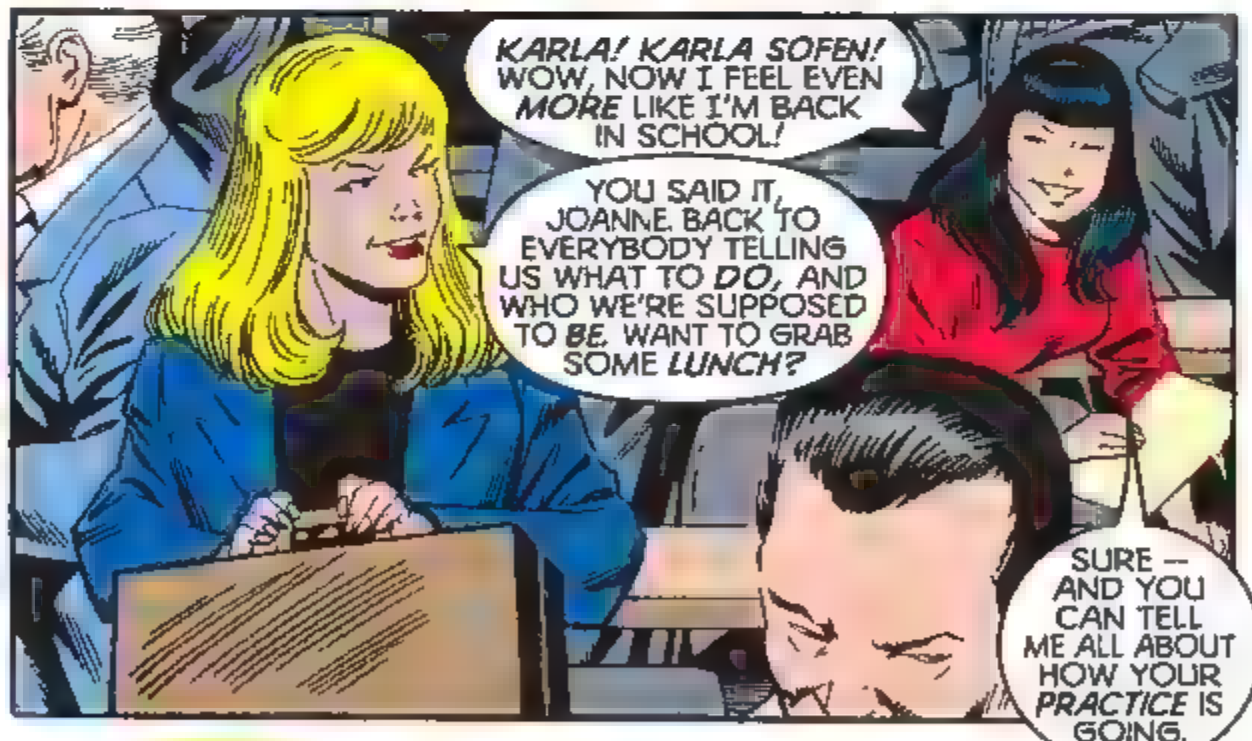


-- IS THE WORST SIN A PSYCHIATRIST CAN COMMIT.

THIS MORNING'S SUBJECT IS PROFESSIONAL ETHICS. THE SPEAKER IS DR. LEONARD SAMSON --



-- AND IN THE AUDIENCE, AMONG THE DOZENS OF DOCTORS AND STUDENTS ATTENDING, WE FIND --



KARLA! KARLA SOFEN! WOW, NOW I FEEL EVEN MORE LIKE I'M BACK IN SCHOOL!

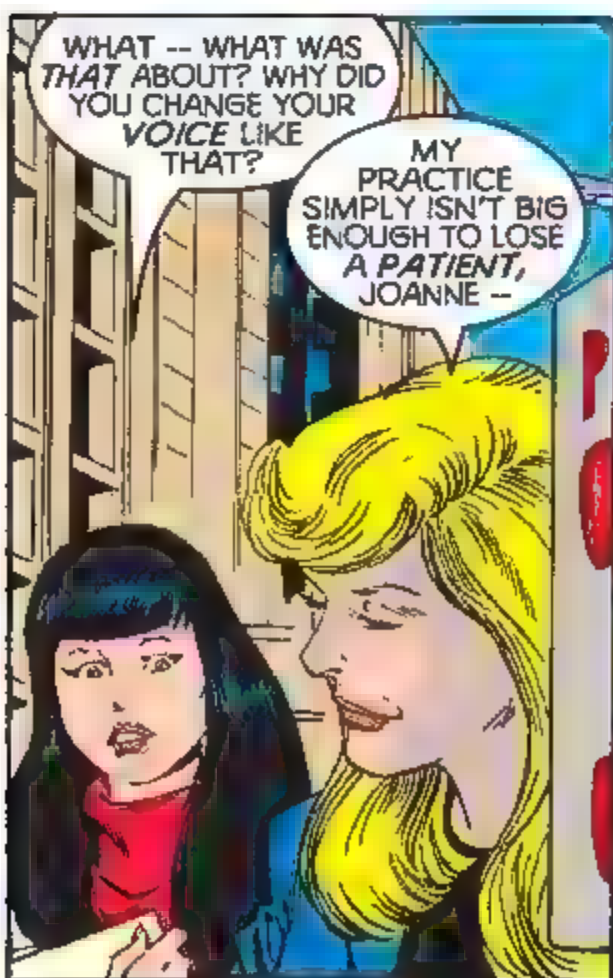
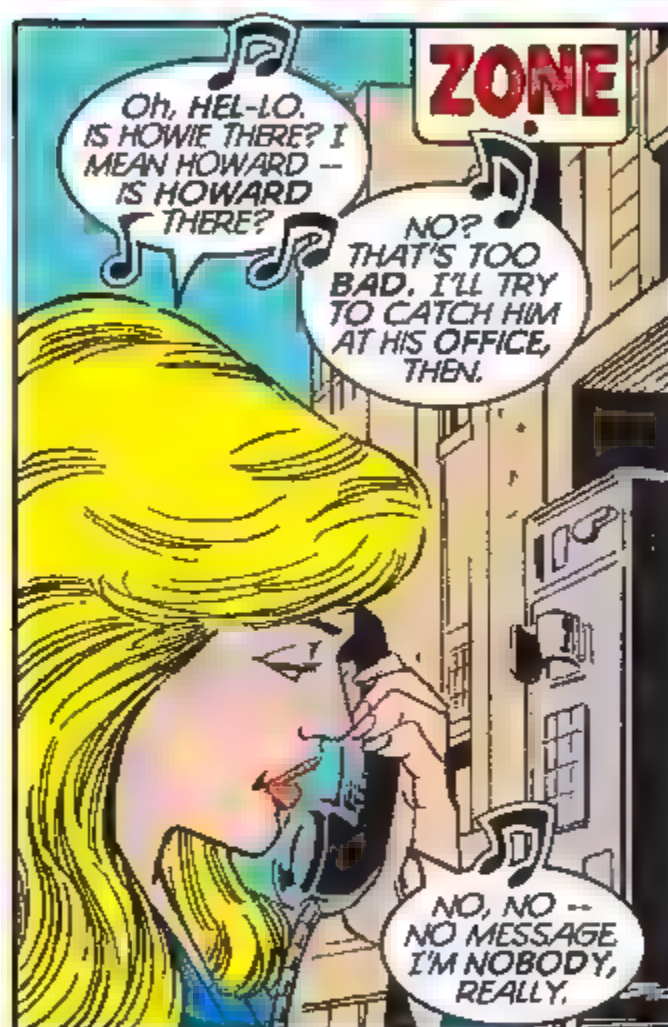
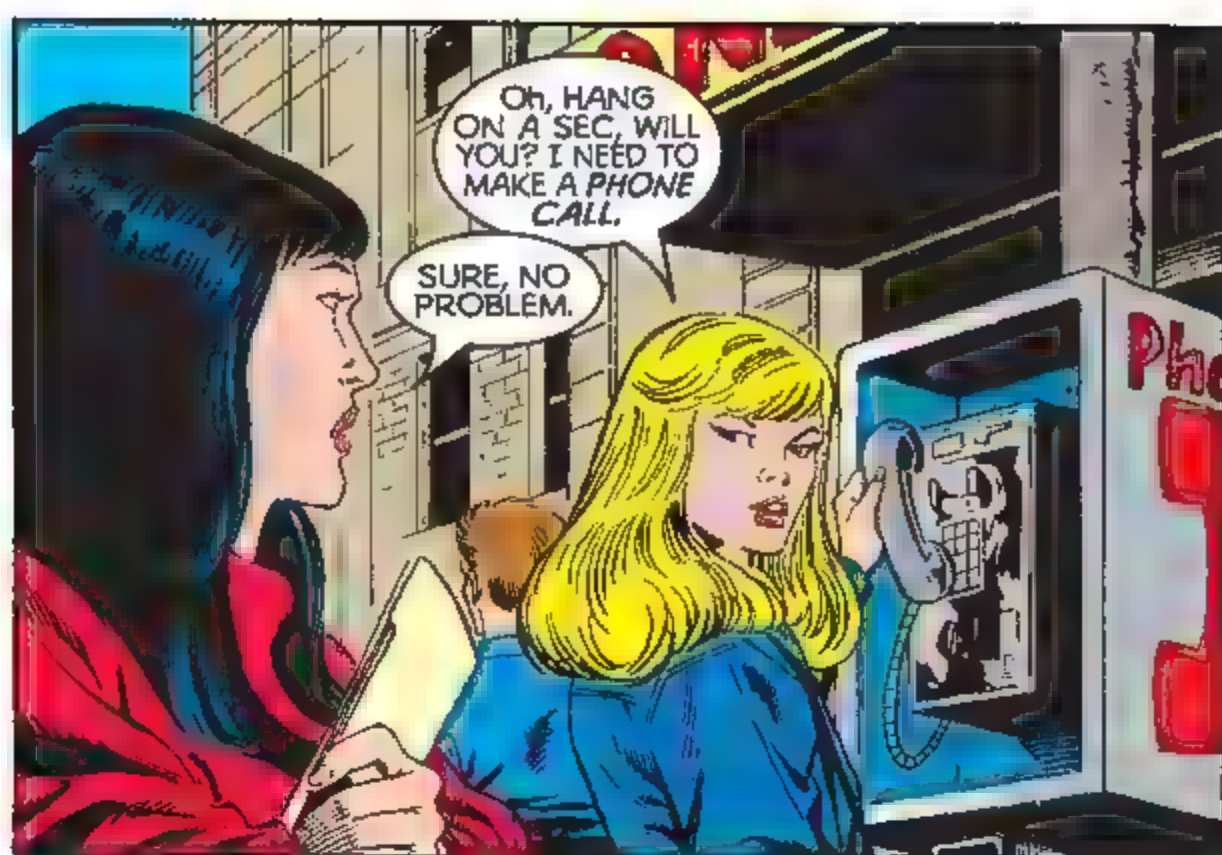
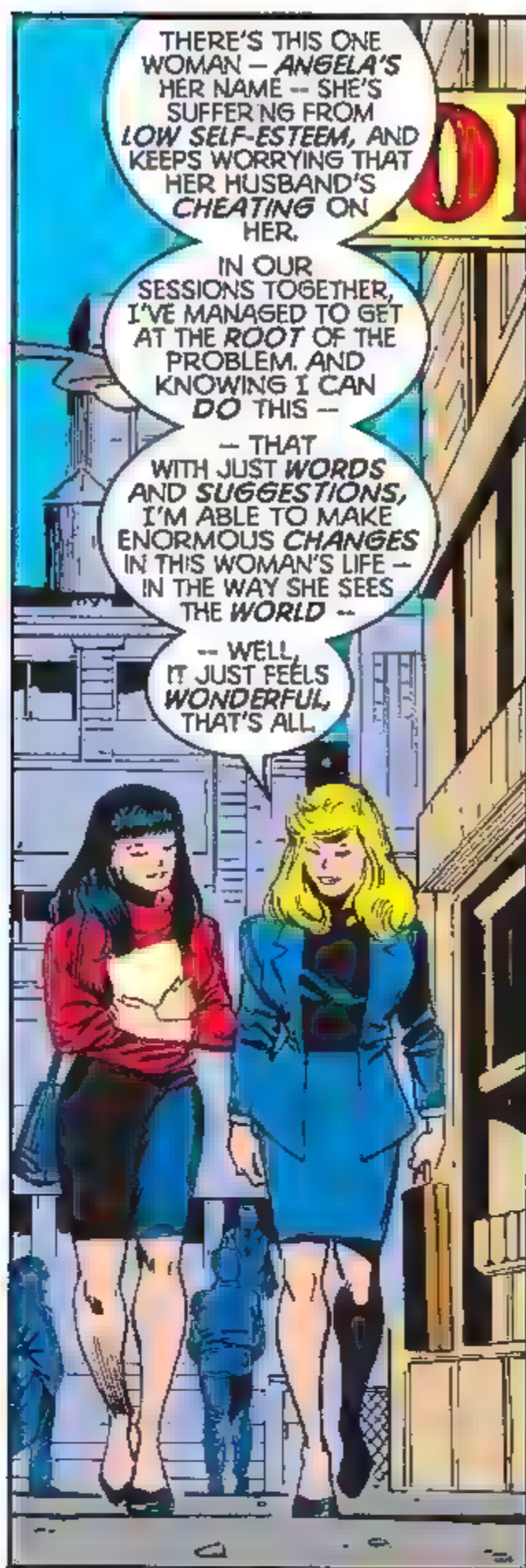
YOU SAID IT, JOANNE. BACK TO EVERYBODY TELLING US WHAT TO DO, AND WHO WE'RE SUPPOSED TO BE. WANT TO GRAB SOME LUNCH?

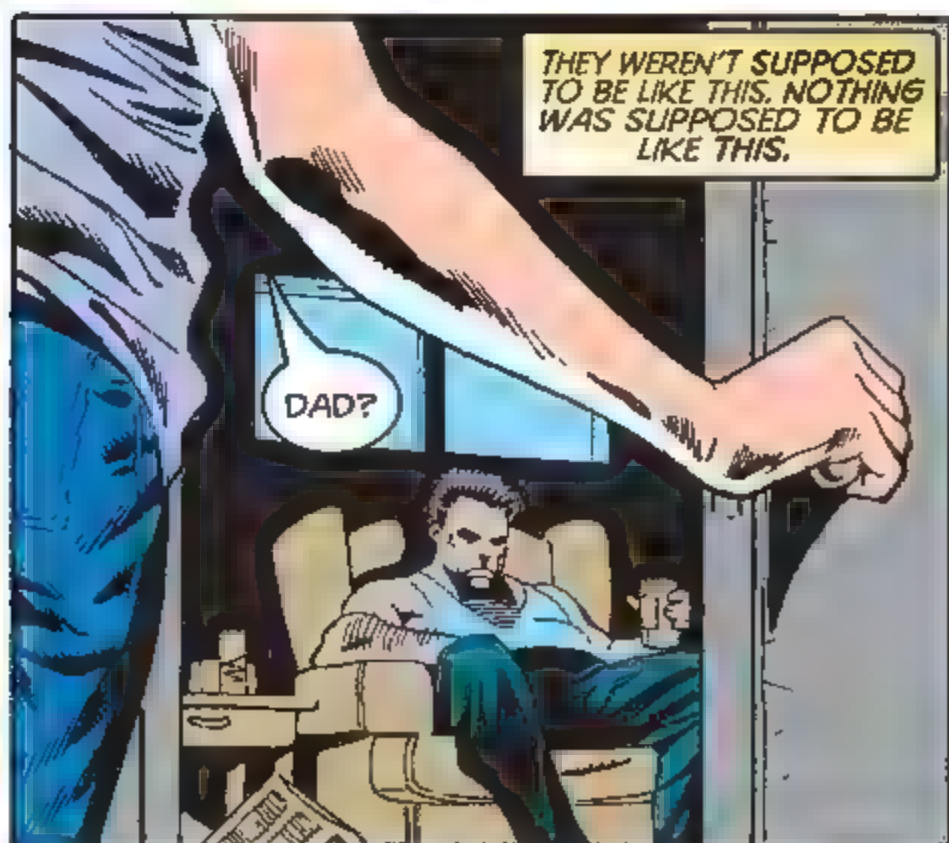
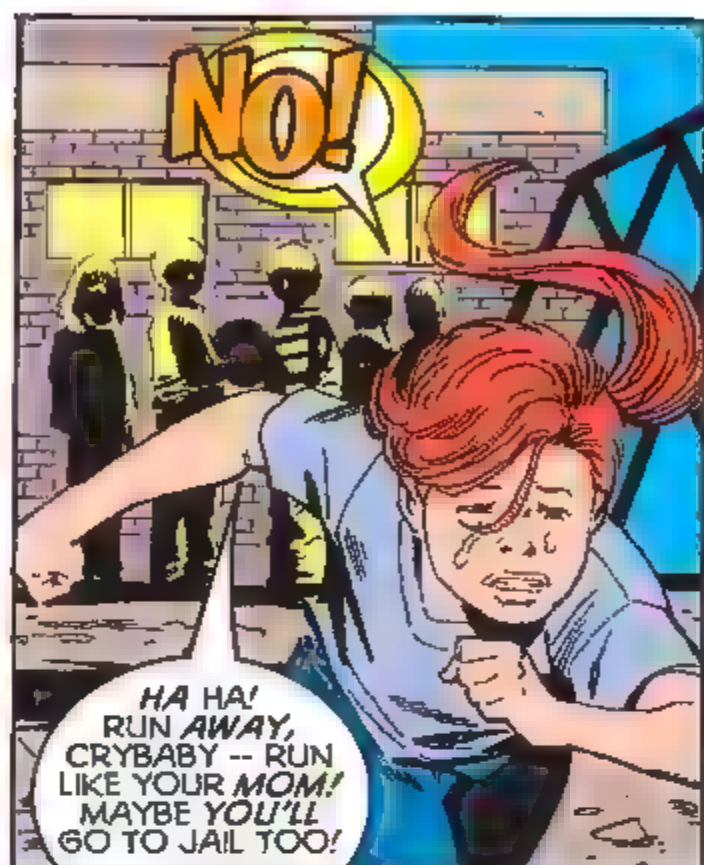
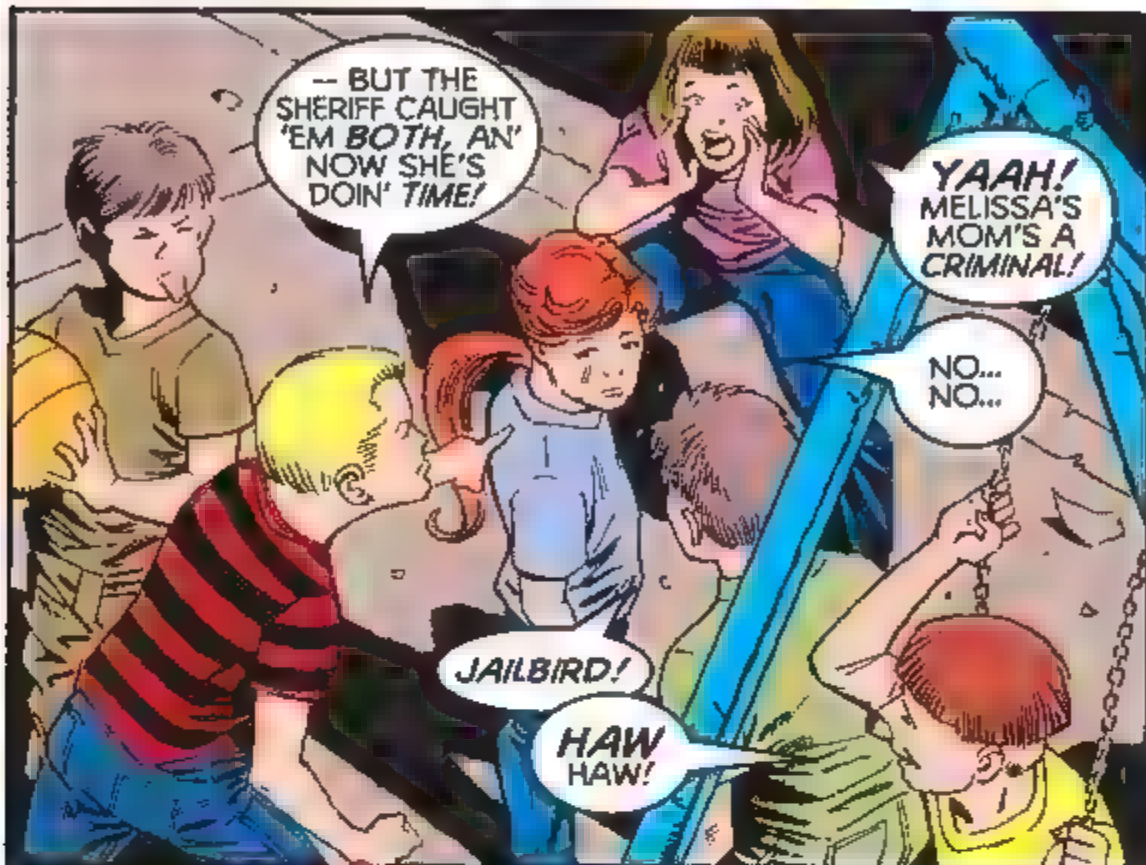
SURE -- AND YOU CAN TELL ME ALL ABOUT HOW YOUR PRACTICE IS GOING.

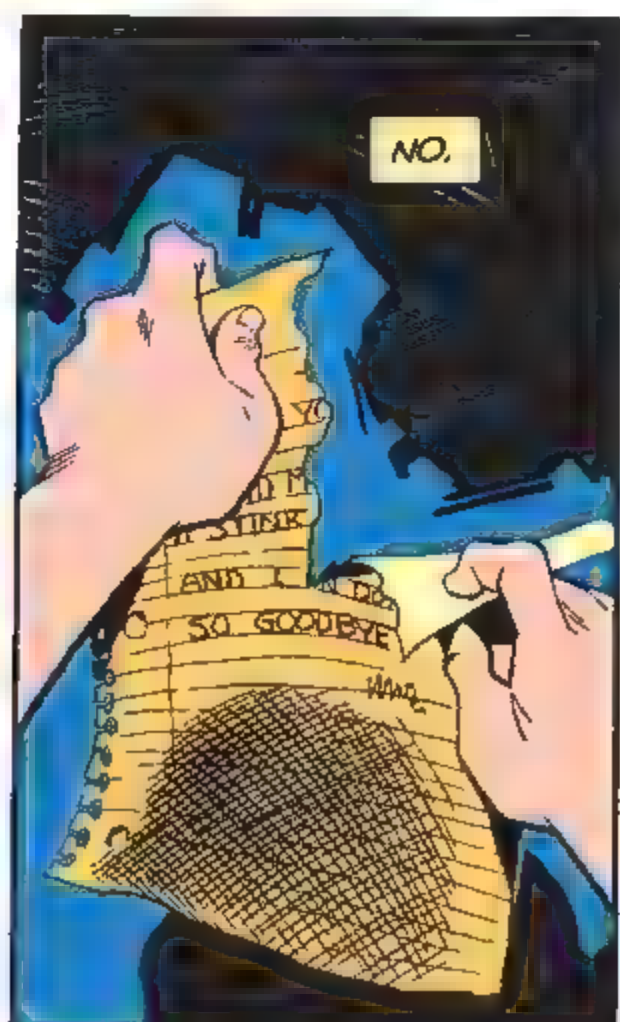
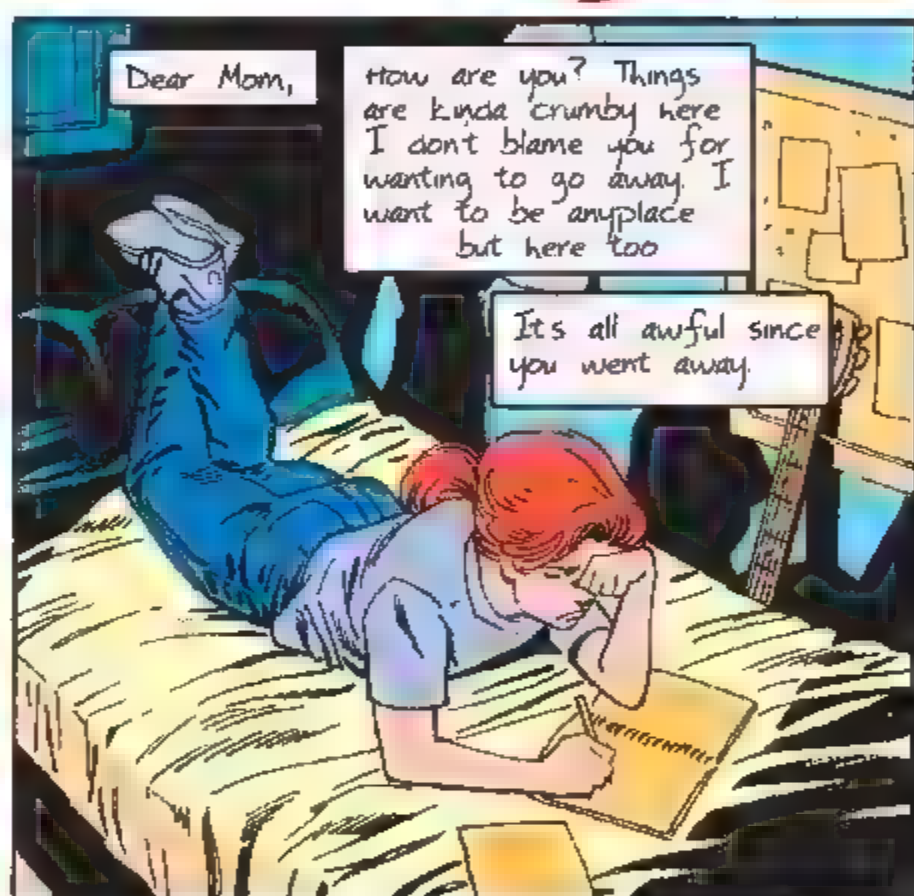
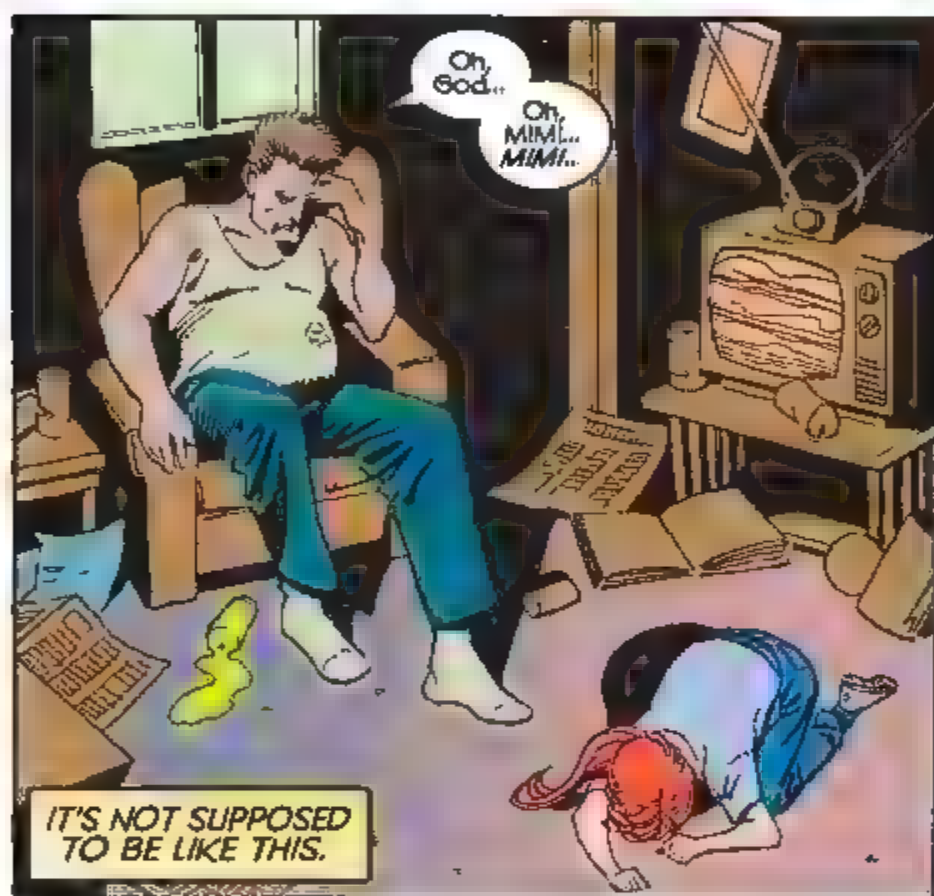


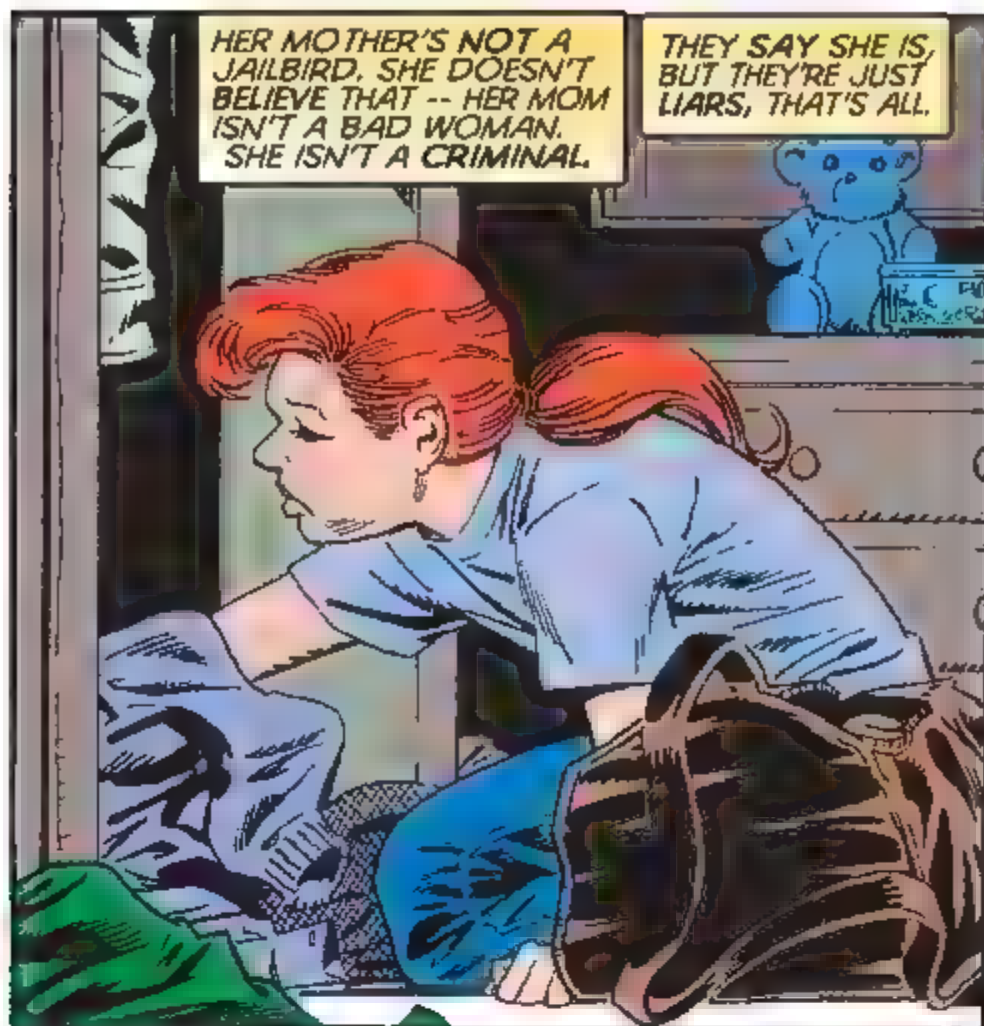
Oh, IT'S THRILLING. I MEAN, I'VE JUST STARTED, AND IT'S STILL VERY SMALL --

-- BUT THE INTERACTION WITH MY PATIENTS IS AMAZING!









HER MOTHER'S NOT A JAILBIRD. SHE DOESN'T BELIEVE THAT -- HER MOM ISN'T A BAD WOMAN. SHE ISN'T A CRIMINAL.

THEY SAY SHE IS, BUT THEY'RE JUST LIARS, THAT'S ALL.



SHE GOT AWAY. SHE GOT AWAY AND THEY COULDN'T FIND HER, AND THAT'S WHY THEY'RE LYING ABOUT HER.

BUT MELISSA'S GOING TO FIND HER MOM -- FIND OUT WHERE SHE WENT --



-- AND THEN THEY'LL BE TOGETHER AGAIN, LIKE THEY SHOULD. AND HER MOM'LL MAKE EVERYTHING ALL RIGHT AGAIN.

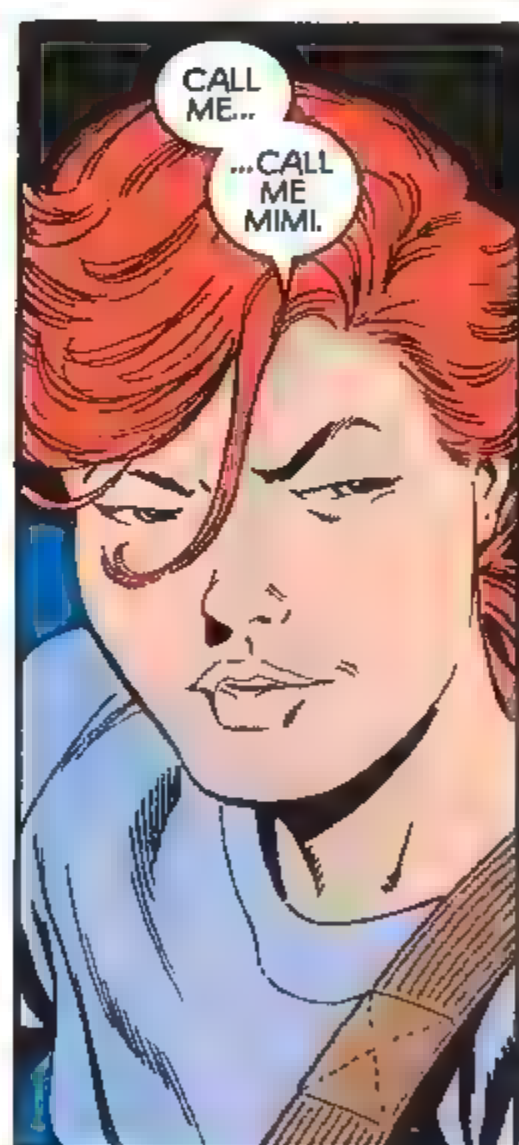
MELISSA KNOWS SHE WILL.



HEY THERE, GIRLIE -- YOU WANT A LIFT?

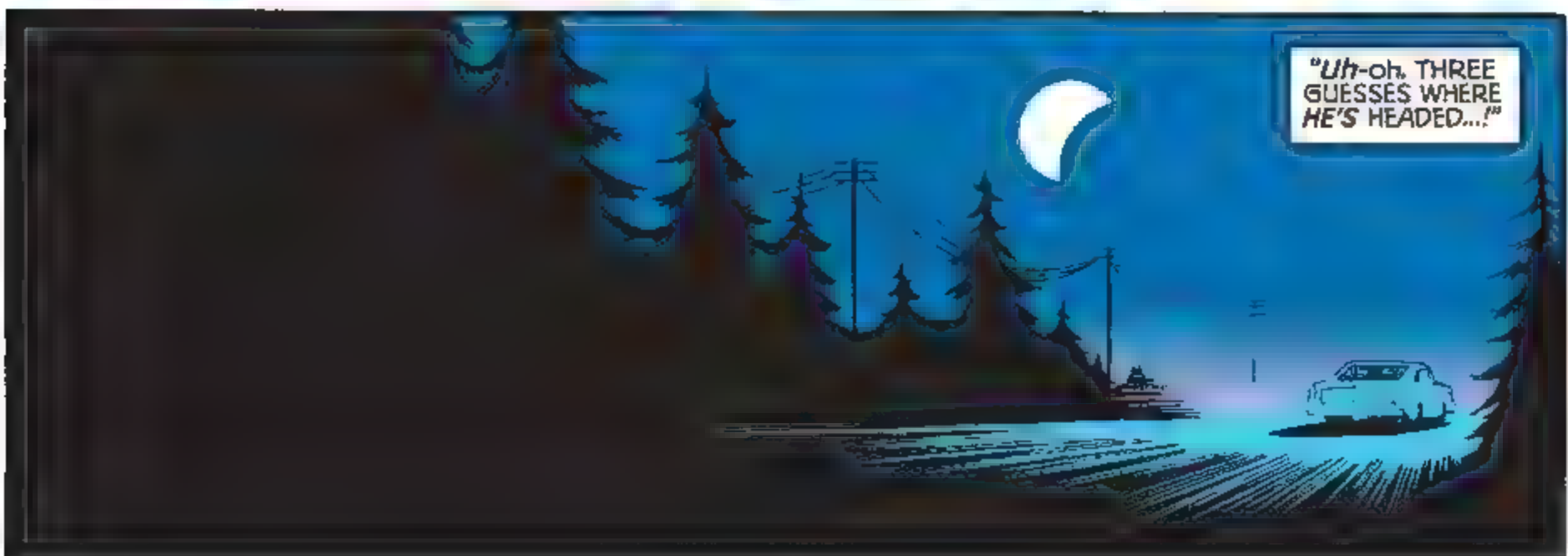
Uh... YESSIR.

WELL, FINE. HOP ON IN. WHAT'S YOUR NAME, GIRLIE?

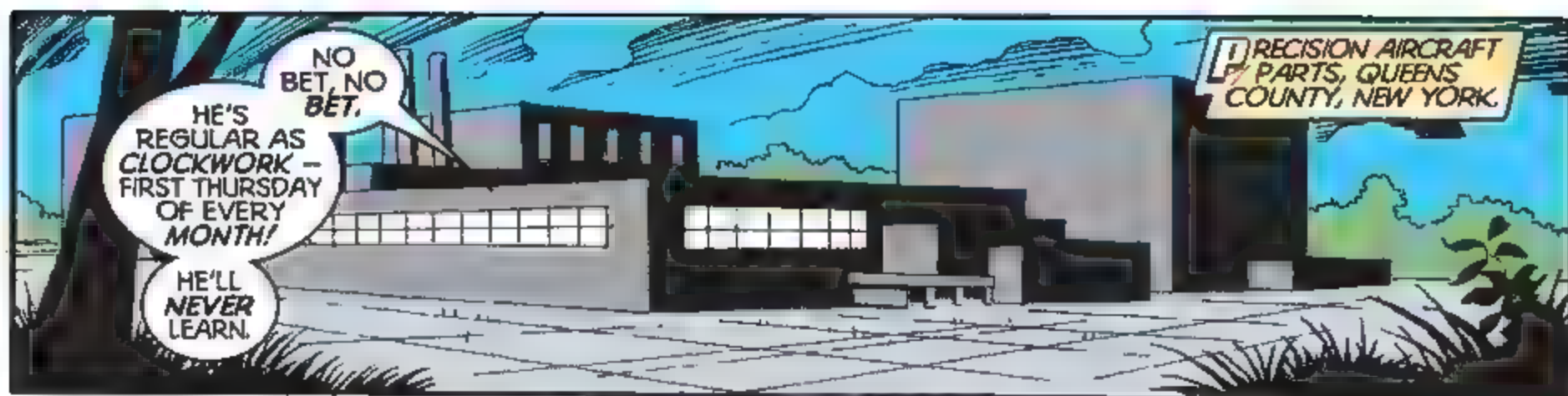


CALL ME...

...CALL ME MIMI.



"Uh-oh. THREE GUESSES WHERE HE'S HEADED..."



NO BET, NO BET.
HE'S REGULAR AS CLOCKWORK -- FIRST THURSDAY OF EVERY MONTH!
HE'LL NEVER LEARN.

PRECISION AIRCRAFT PARTS, QUEENS COUNTY, NEW YORK.



SUPERVISOR

ABNER JENKINS HAS WORKED HERE FOR SEVEN YEARS. AT FIRST, THE PROMOTIONS CAME QUICKLY, AND HE FELT LIKE HE WAS GOING SOMEWHERE.

WHEN YOU GONNA GIVE IT UP, JENKINS? WHEN'RE YOU GONNA GET YOUR HEAD OUT OF THE CLOUDS --

-- REALIZE YOU'RE JUST A WORKIN' STIFF LIKE THE REST OF US, AND THAT'S ALL YOU'LL EVER BE?

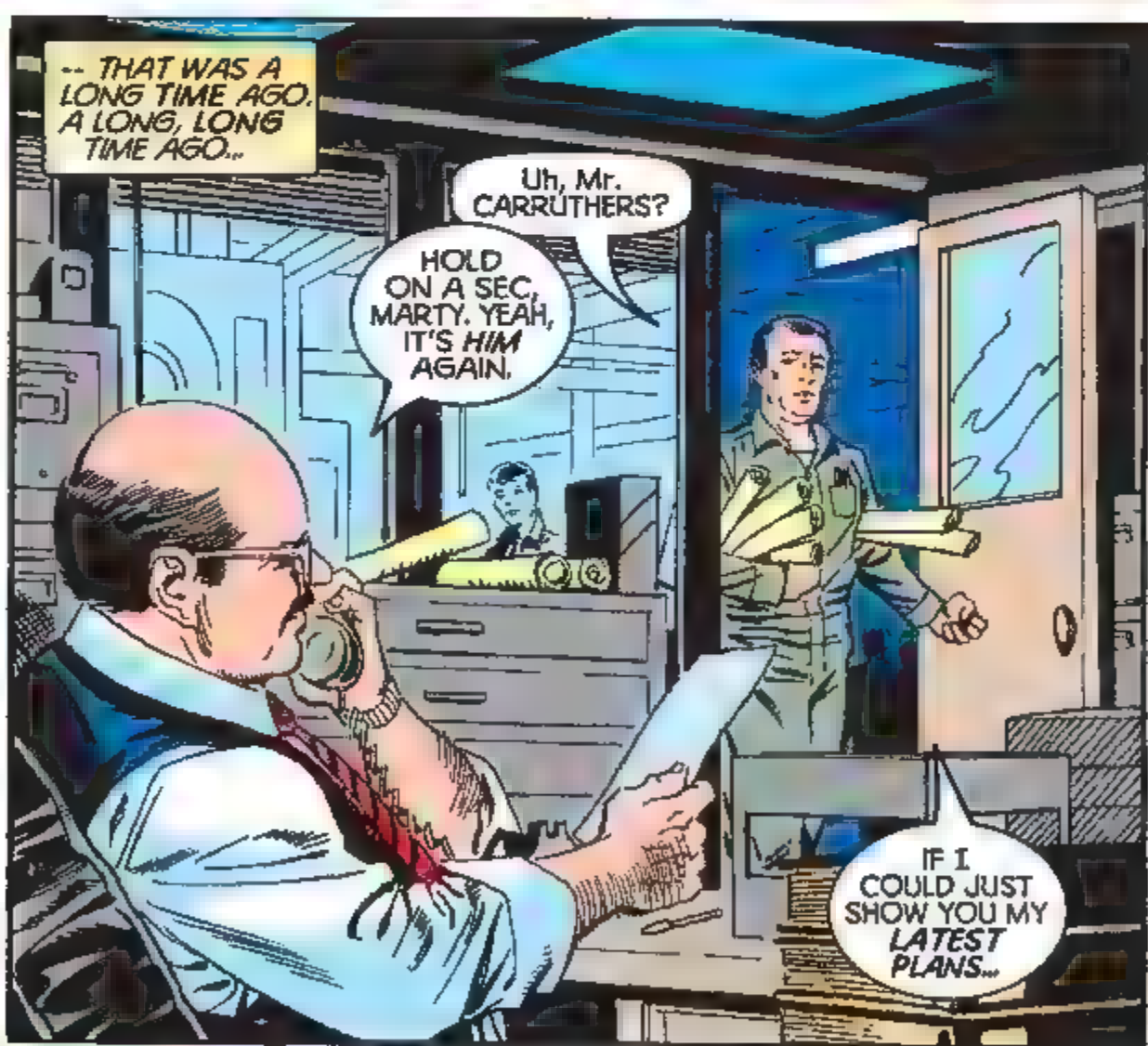
HAY



NEVER! I'LL NEVER BE CONTENT TO BE NOBODIES LIKE YOU -- LIVING IN OBSCURITY WITH GREASY HANDS AND AN EMPTY FUTURE!

I'M GOING TO BE SOMEBODY... YOU'LL SEE! YOU'LL SEE!

BUT THE LAST PROMOTION -- TO MASTER MECHANIC --

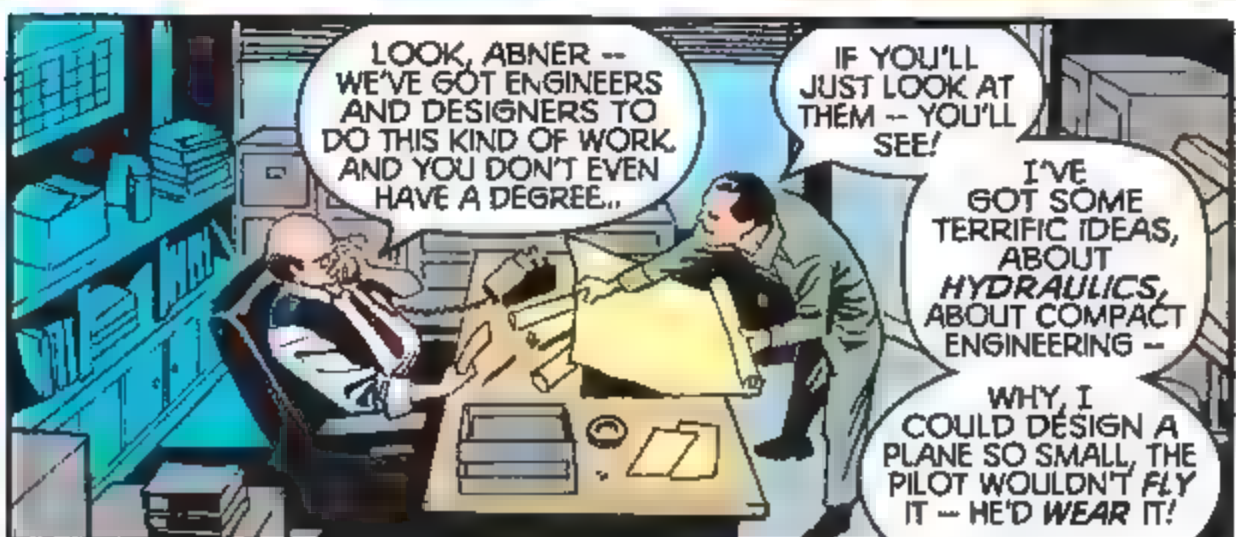


-- THAT WAS A LONG TIME AGO. A LONG, LONG TIME AGO...

Uh, Mr. CARRUTHERS?

HOLD ON A SEC, MARTY. YEAH, IT'S HIM AGAIN.

IF I COULD JUST SHOW YOU MY LATEST PLANS...

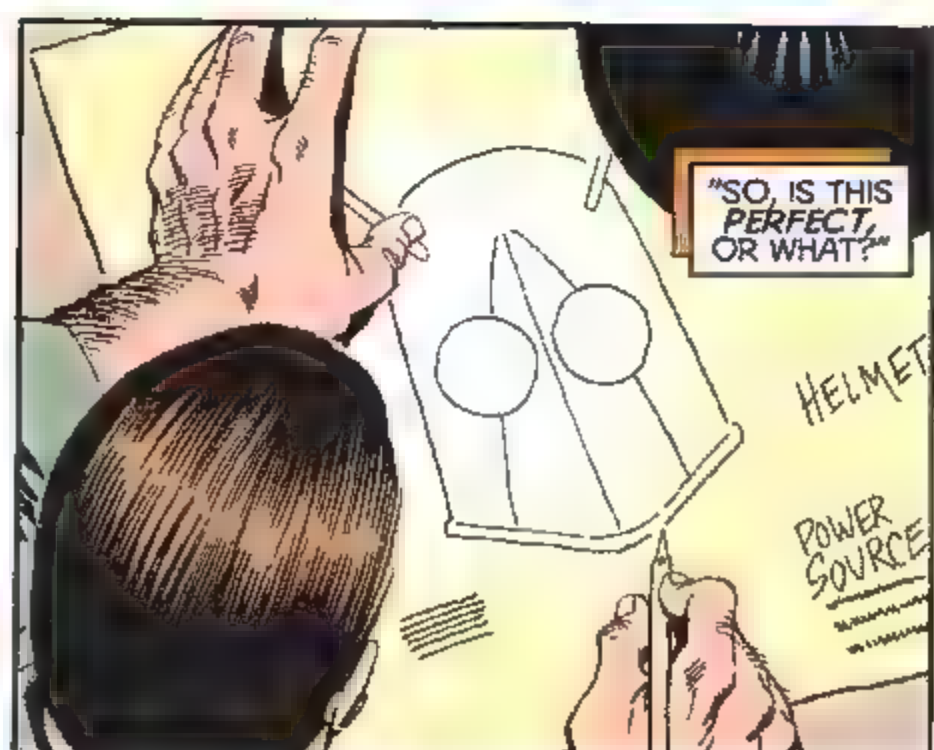


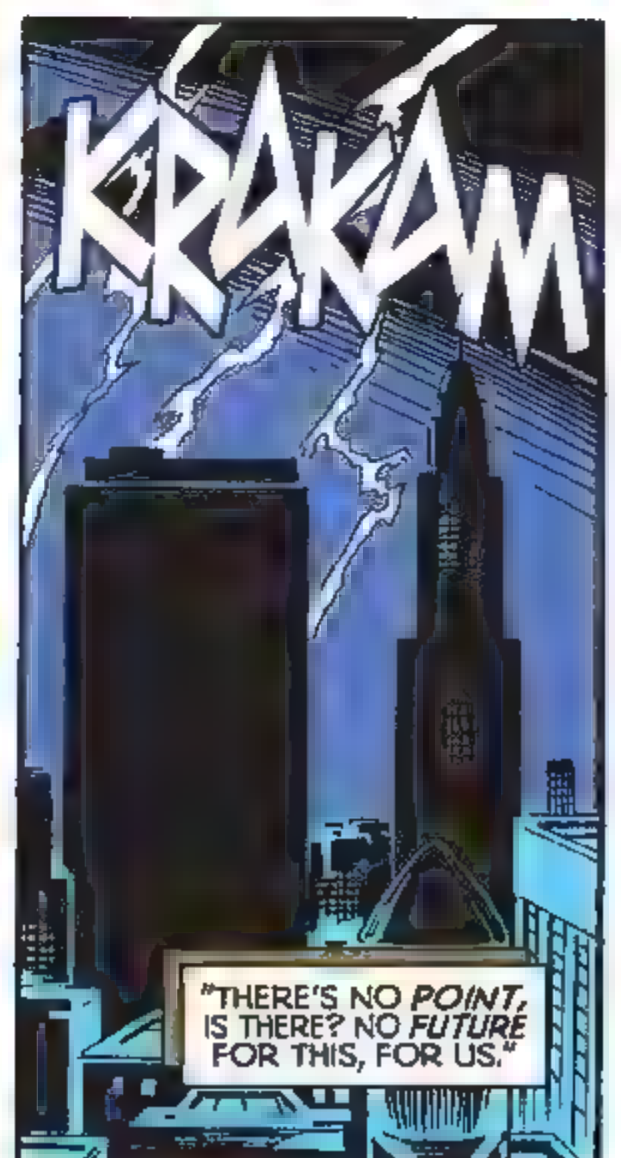
LOOK, ABNER -- WE'VE GOT ENGINEERS AND DESIGNERS TO DO THIS KIND OF WORK, AND YOU DON'T EVEN HAVE A DEGREE...

IF YOU'LL JUST LOOK AT THEM -- YOU'LL SEE!

I'VE GOT SOME TERRIFIC IDEAS, ABOUT HYDRAULICS, ABOUT COMPACT ENGINEERING --

WHY, I COULD DESIGN A PLANE SO SMALL, THE PILOT WOULDN'T FLY IT -- HE'D WEAR IT!







LOWER MANHATTAN,
NEAR UNION SQUARE

IF
I CALL YOU
AGAIN, YOU'LL BE
BUSY THAT NIGHT --
WHATEVER NIGHT IT
IS. BE HONEST,
LORRAINE.

WELL,
IF YOU PUT
IT *THAT*
WAY...

YOU'RE
BORING, PAUL.
I'M SORRY, BUT
THAT'S HOW
IT IS.

Oh,
DON'T BE THAT
WAY, PAUL. I SAID
I'D LIKE TO COME UP --
BUT I HAVE THIS *EARLY*
DAY TOMORROW,
AND IT'S ABOUT
TO RAIN...

YES,
BUT YOU WERE
JUST BEING *POLITE*,
WEREN'T YOU? YOU'RE
NOT INTERESTED IN
ME AT ALL, AND YOU
CAN'T WAIT TO
LEAVE.



P. NORBERT EBERSOL
ISN'T SURPRISED.
NOR DOES HE CARE.

A LIFETIME OF REJECTION,
OF BEING DISMISSED FOR
HIS BRAINS, OR FOR
BEING DIFFERENT, HAS
INURED HIM TO THE PETTY
BRUTALITIES OF LIFE.



SHE WAS NOTHING
BUT A GOOD-
LOOKING IDIOT,
ANYWAY, AND IT
WAS ALL HE COULD
DO NOT TO TELL
HER SO. BESIDES --

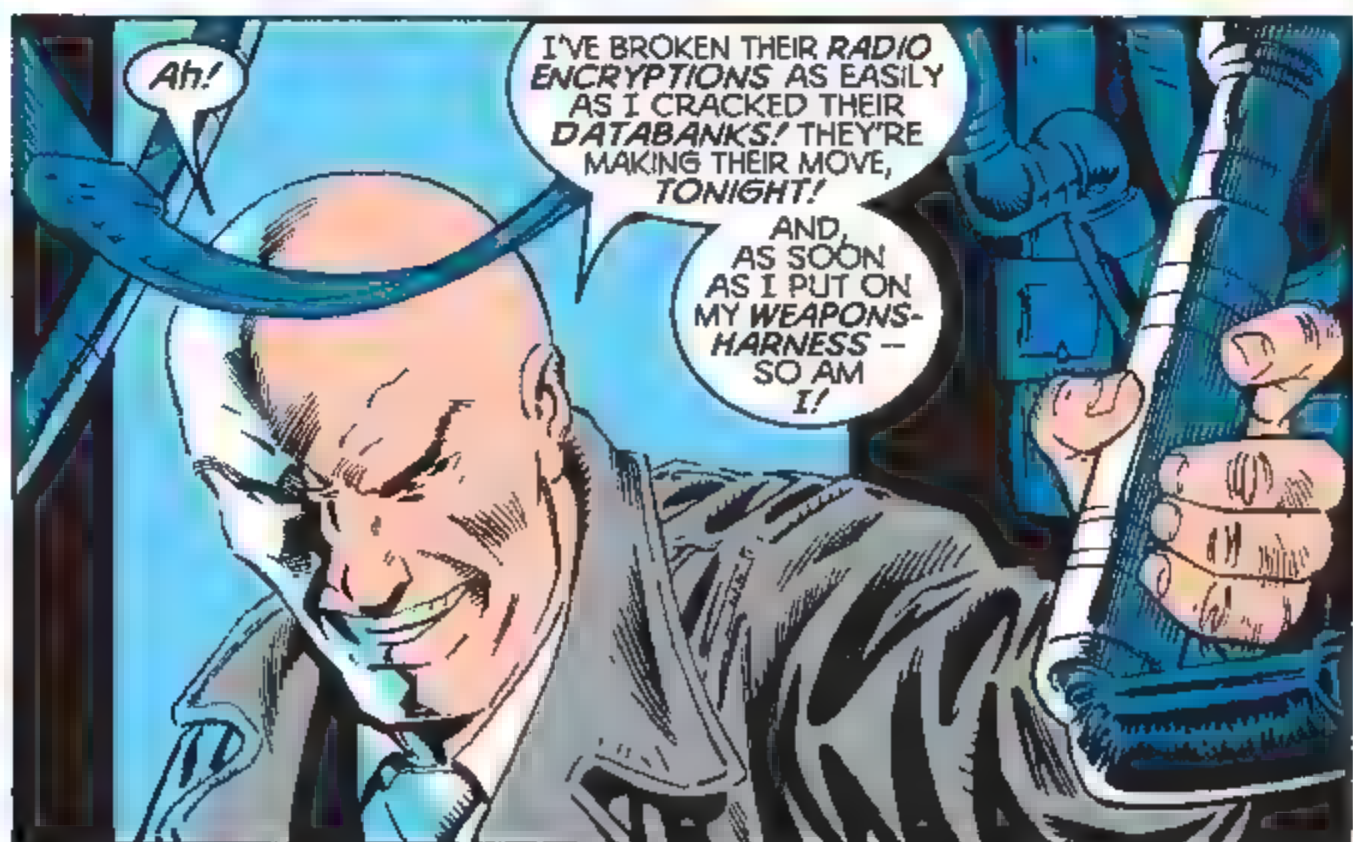
-- HE HAS
OTHER
THINGS
TO DO.



SHHHHHHHHHK

HE'S AT THE CONTROL PANEL
ALMOST BEFORE THE WALL HAS
FINISHED SLIDING OPEN, HIS FINGERS
DANCING OVER THE CONTROLS.

AND IN MOMENTS --



Ah!

I'VE BROKEN THEIR RADIO
ENCRYPTIONS AS EASILY
AS I CRACKED THEIR
DATABANKS! THEY'RE
MAKING THEIR MOVE,
TONIGHT!

AND,
AS SOON
AS I PUT ON
MY WEAPONS-
HARNESS --
SO AM
I!

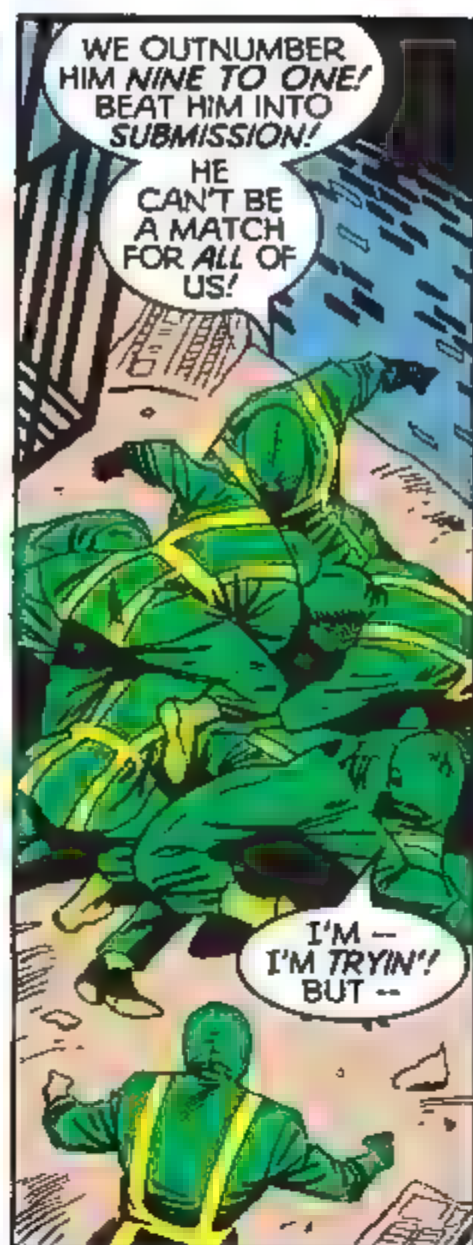


AT THAT MOMENT,
IN A BOWERY
BACK ALLEY...

TIGER
SQUAD
ONE -- TAKE
HIM!

DRAG HIM
DOWN!

WHAK
WHAM
BRAK
KLUD



WE OUTNUMBER
HIM NINE TO ONE!
BEAT HIM INTO
SUBMISSION!

HE
CAN'T BE
A MATCH
FOR ALL OF
US!

I'M --
I'M TRYIN'!
BUT --



SO, YOU
GREEN-GARBED
FLEAS THINK A MERE
NINE OF YOU CAN
OVERCOME ME,
EH?



WELL, I
THINK --



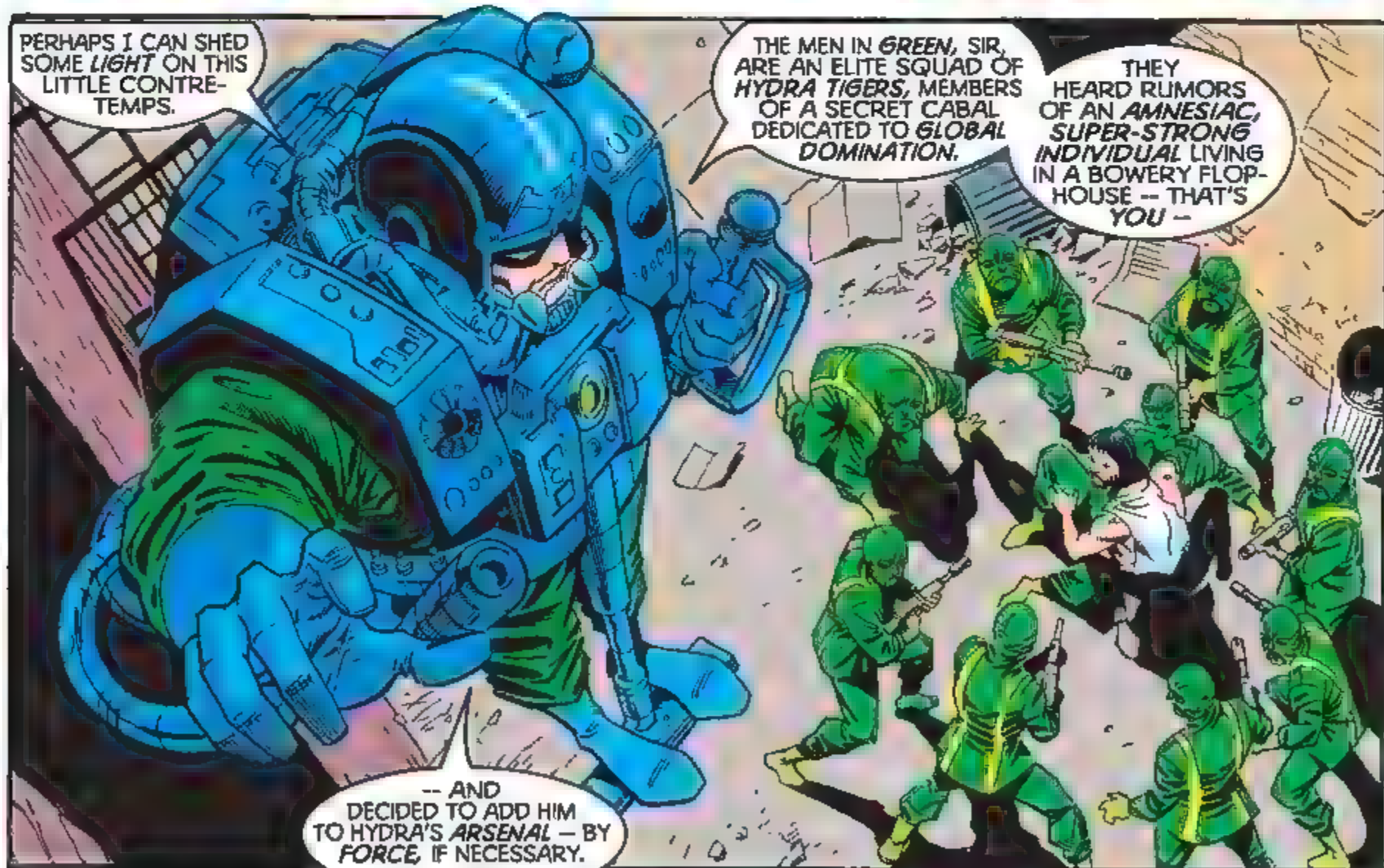
Uhh!

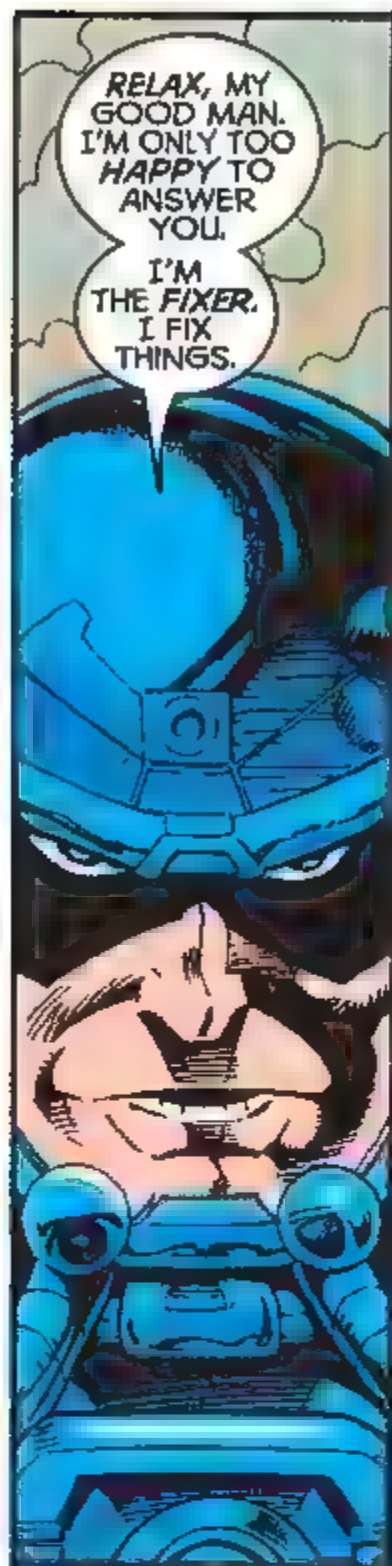
-- THAT
YOU'RE QUITE
MISTAKEN!

WHUPP!

WHOAW!

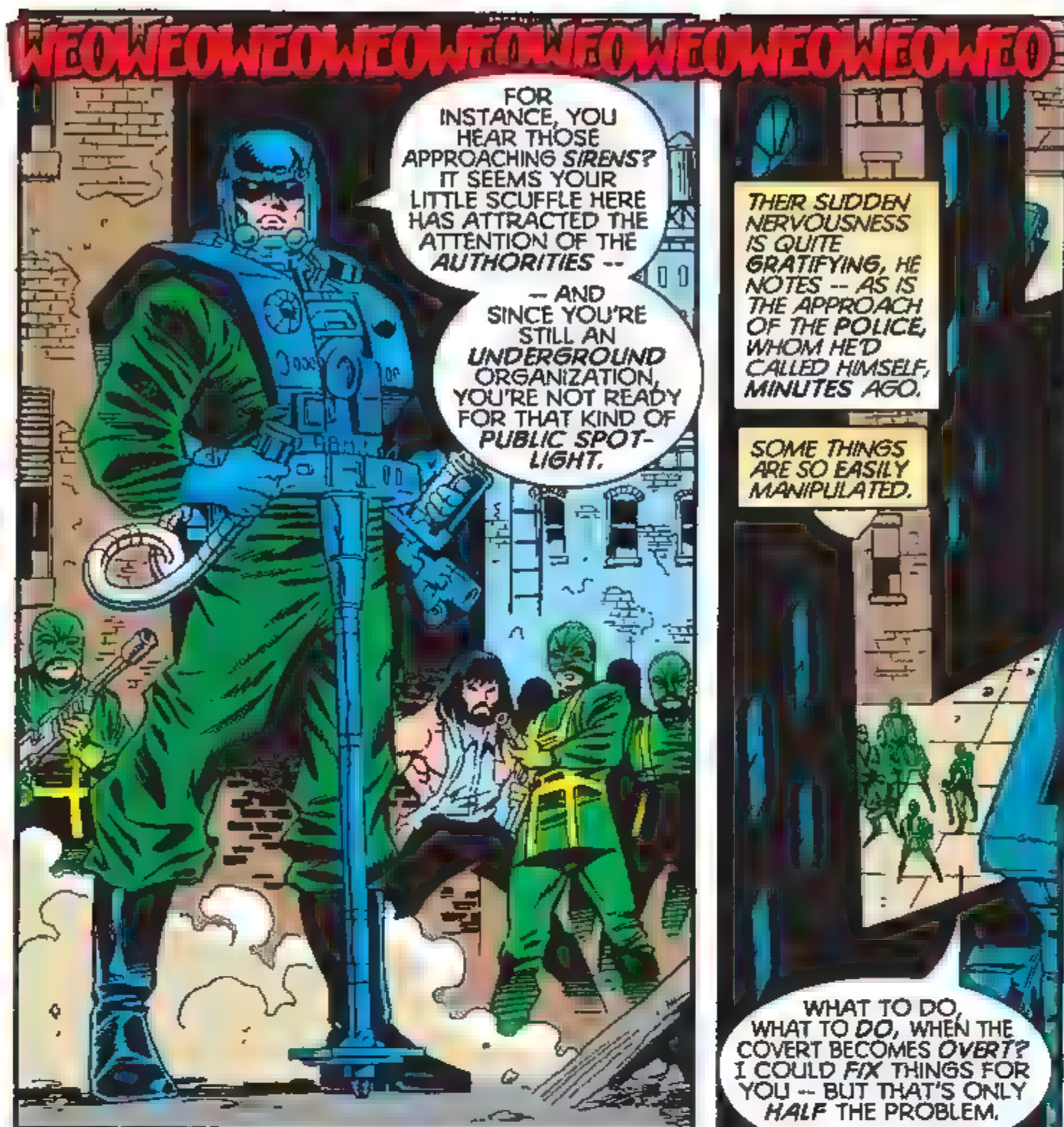
NNE!





RELAX, MY GOOD MAN. I'M ONLY TOO HAPPY TO ANSWER YOU.

I'M THE *FIXER*. I FIX THINGS.



FOR INSTANCE, YOU HEAR THOSE APPROACHING SIRENS? IT SEEMS YOUR LITTLE SCUFFLE HERE HAS ATTRACTED THE ATTENTION OF THE AUTHORITIES --

-- AND SINCE YOU'RE STILL AN UNDERGROUND ORGANIZATION, YOU'RE NOT READY FOR THAT KIND OF PUBLIC SPOT-LIGHT.

THEIR SUDDEN NERVOUSNESS IS QUITE GRATIFYING, HE NOTES -- AS IS THE APPROACH OF THE POLICE, WHOM HE'D CALLED HIMSELF, MINUTES AGO.

SOME THINGS ARE SO EASILY MANIPULATED.

WHAT TO DO, WHAT TO DO, WHEN THE COVERT BECOMES OVERT? I COULD FIX THINGS FOR YOU -- BUT THAT'S ONLY HALF THE PROBLEM.



YOU'VE STILL GOT THIS FINE FELLOW TO DEAL WITH --

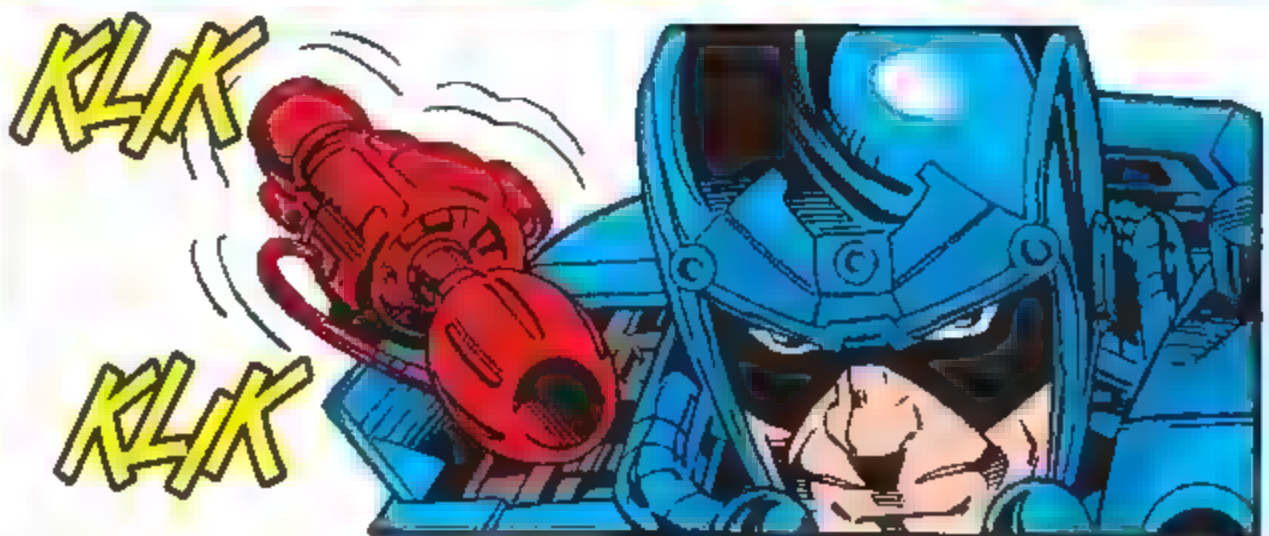
-- AND IT WON'T EXACTLY BE EASY TO DISENGAGE FROM BATTLE, NOW THAT YOU'VE ANGERED HIM.



HIM? HE'S NO PROBLEM. WE CAN SUBDUE HIM -- OR KILL HIM, IF NECESSARY.

NO, YOU CAN'T. HE'S FAR MORE POWERFUL THAN YOU ASSUME.

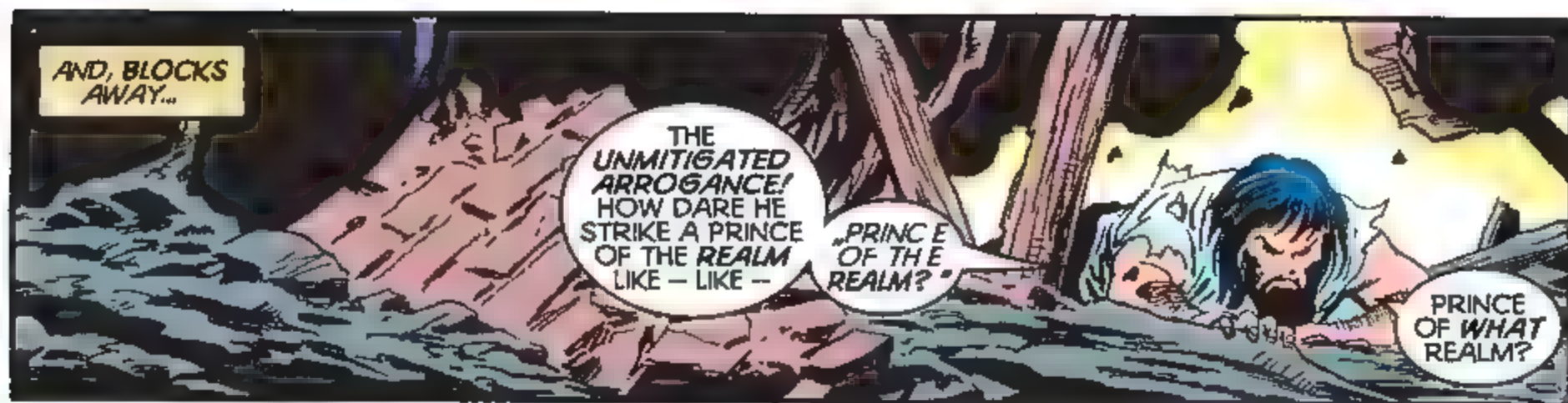
HOWEVER --



KLK

KLK



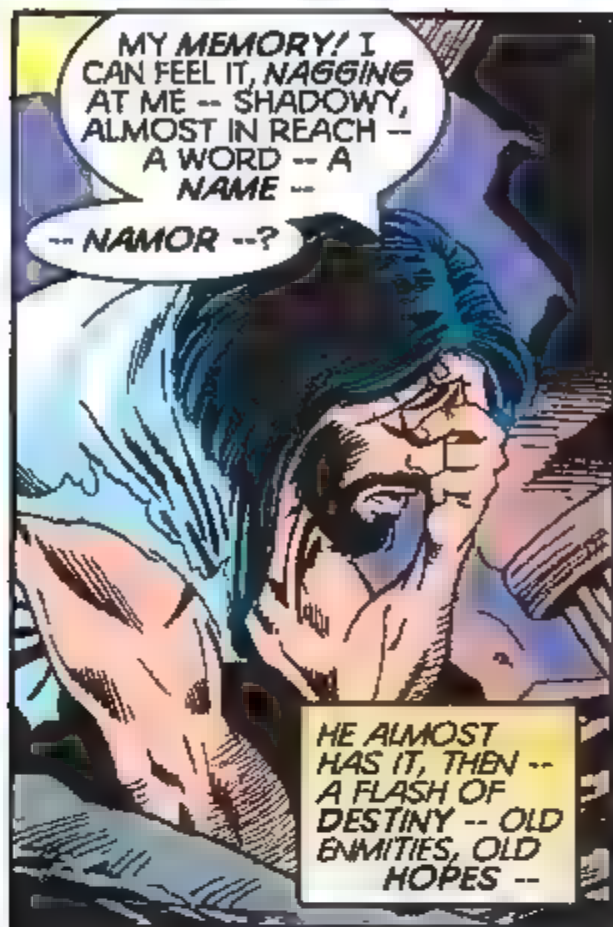


AND, BLOCKS
AWAY...

THE
UNMITIGATED
ARROGANCE!
HOW DARE HE
STRIKE A PRINCE
OF THE REALM
LIKE -- LIKE --

"PRINCE
OF THE
REALM?"

PRINCE
OF WHAT
REALM?



MY MEMORY! I
CAN FEEL IT, NAGGING
AT ME -- SHADOWY,
ALMOST IN REACH --
A WORD -- A
NAME --

-- NAMOR --?

HE ALMOST
HAS IT, THEN --
A FLASH OF
DESTINY -- OLD
ENMITIES, OLD
HOPES --



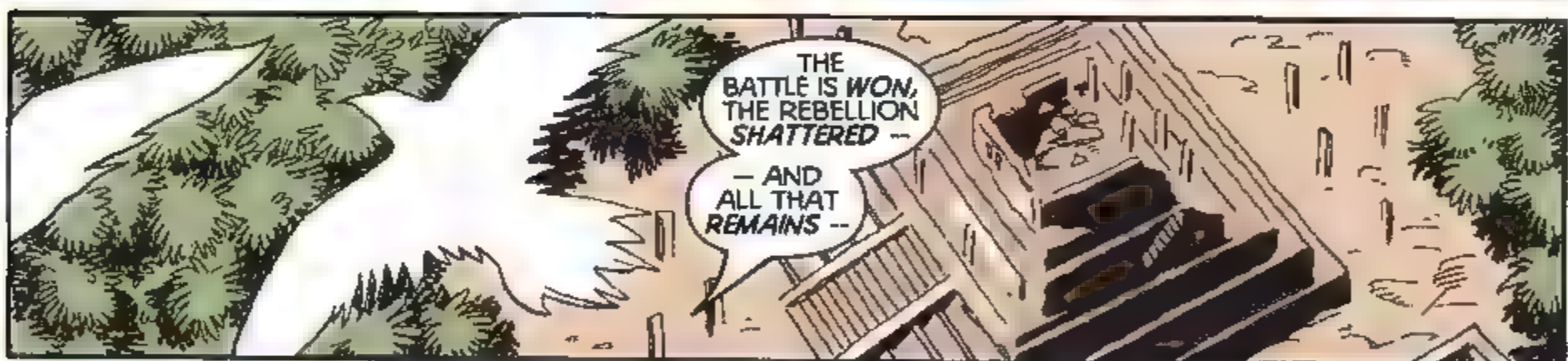
-- BUT
THEN --

BAH!
IT'S GONE --
GONE LIKE THE
HAZE ON THE
MORNING
SEAS --

GONE...



"AND THAT,
MY SON, IS
THAT."



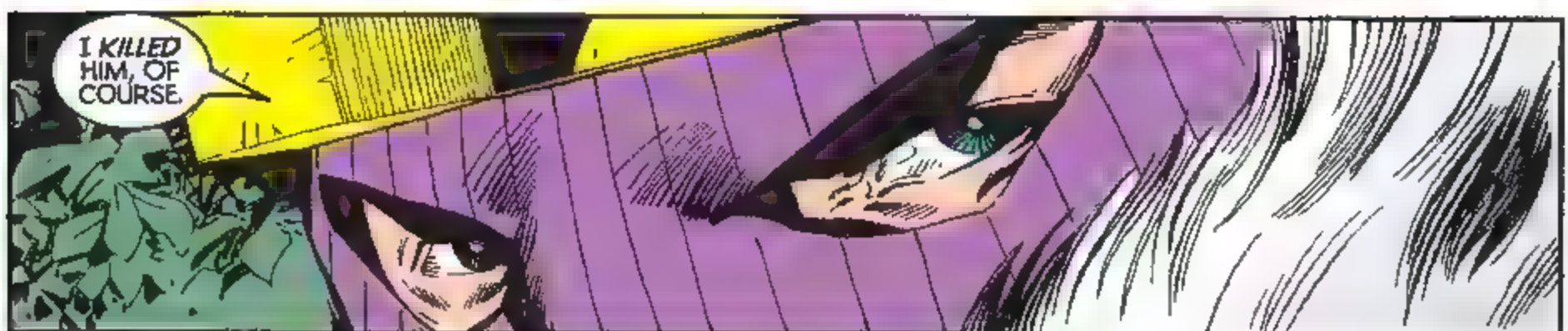
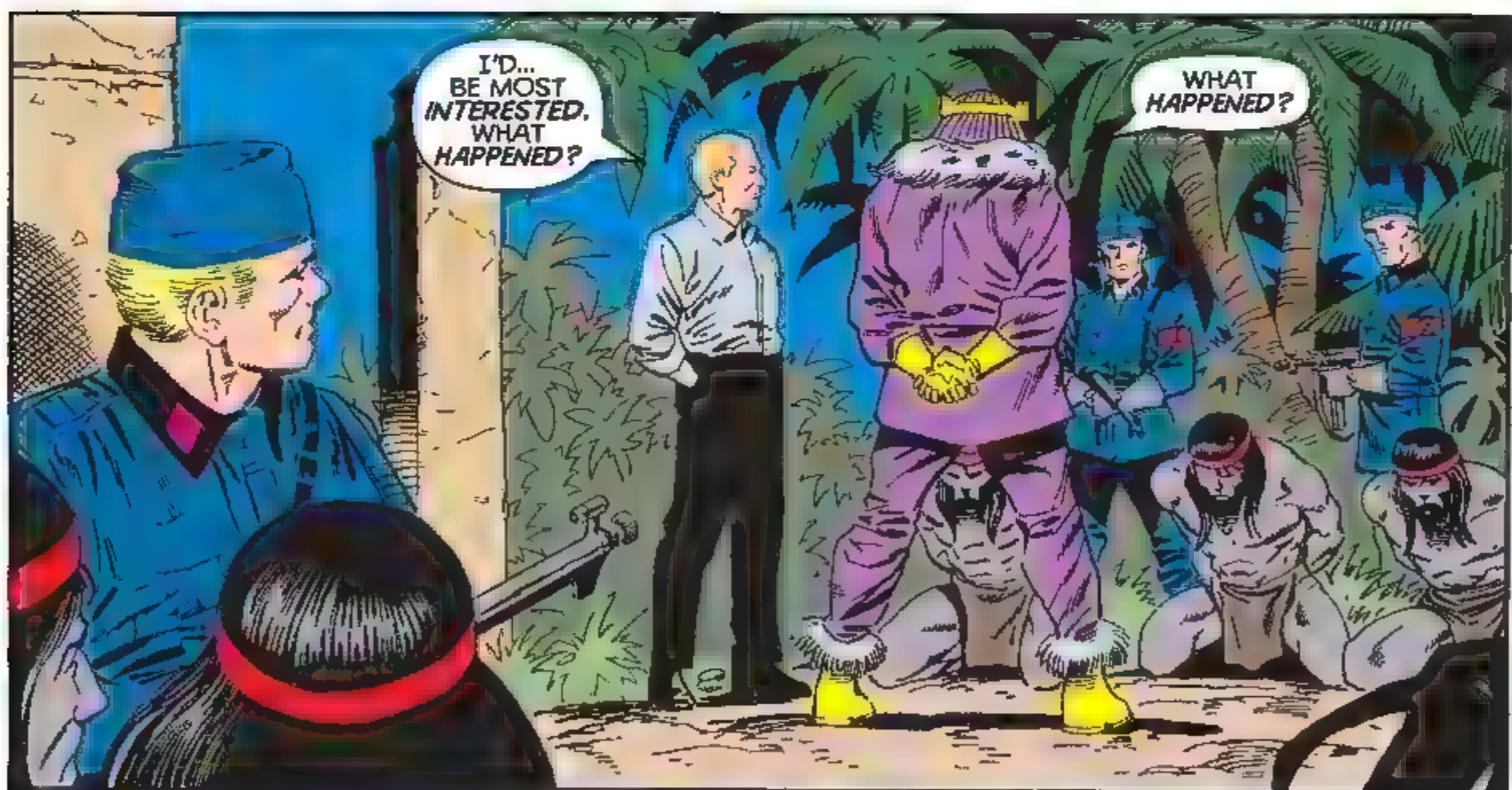
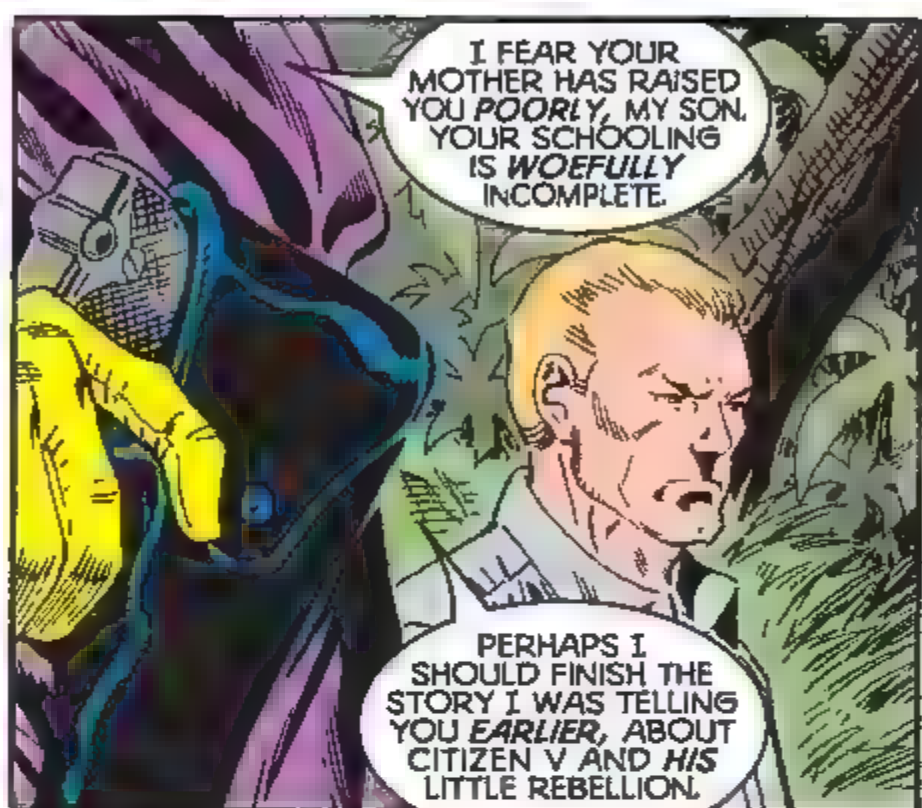
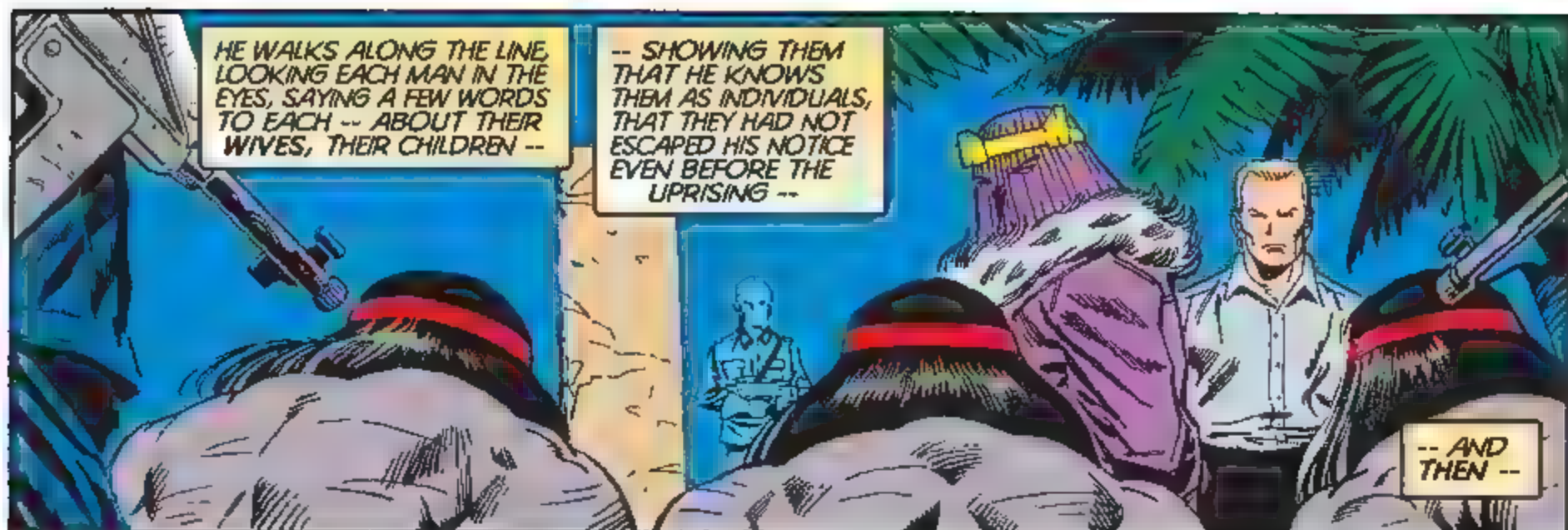
THE
BATTLE IS WON,
THE REBELLION
SHATTERED --

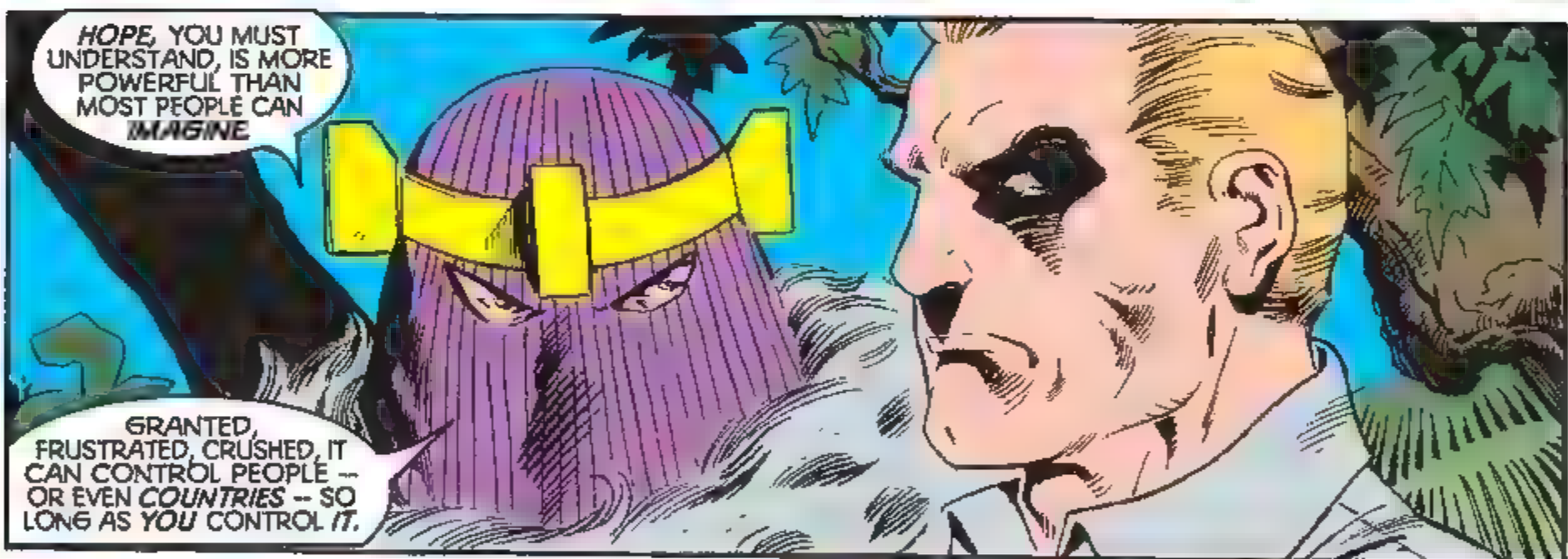
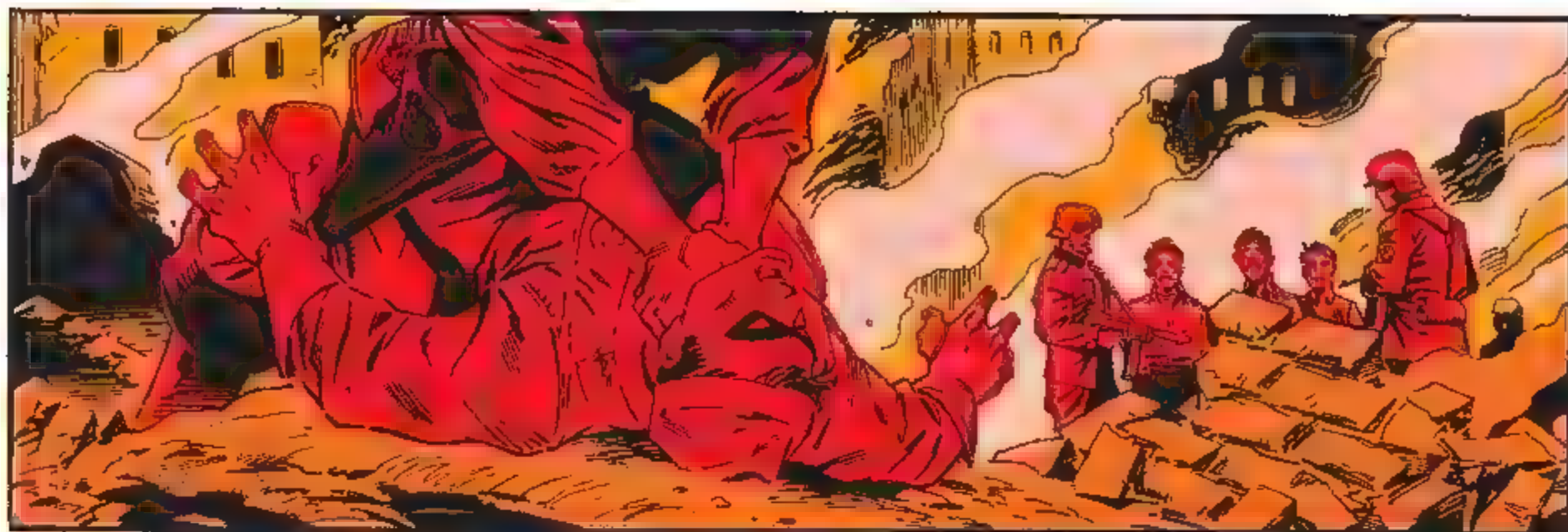
-- AND
ALL THAT
REMAINS --



-- ALL
THAT REMAINS
IS TO DEAL WITH
THE RING-
LEADERS.

TO DEAL
WITH THOSE
WHO'D RAISE
ARMS AGAINST
THEIR MASTER --
AGAINST A
ZEMO.







THERE.

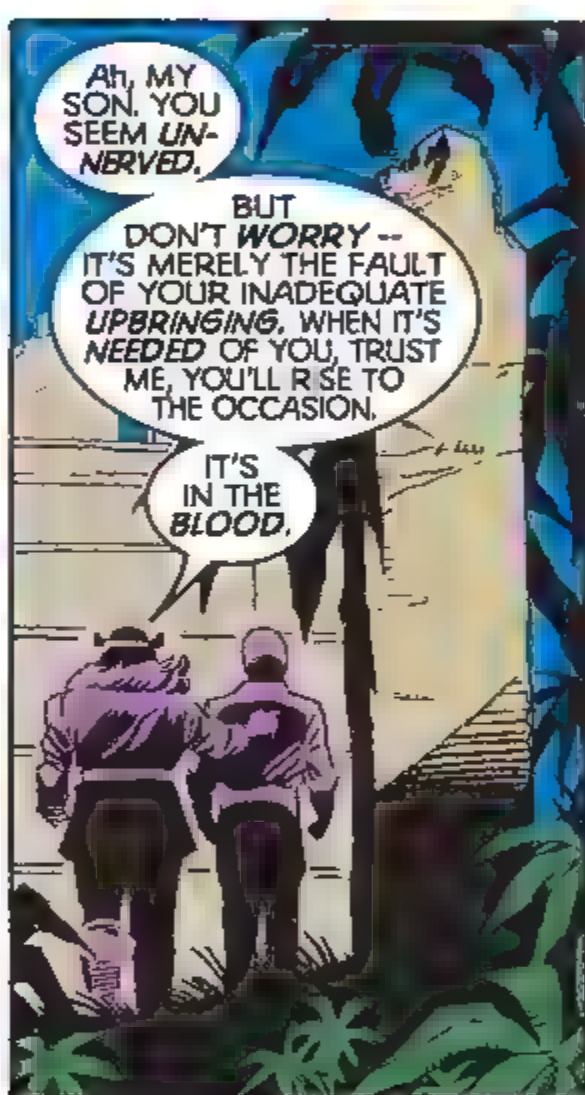
IT'LL BE A LONG TIME BEFORE ANY LABORER ATTEMPTS TO RALLY HIS FELLOWS TO REBELLION AGAIN.



YOU SEE, HELMUT? YOU SAW THEM AS LABORERS, AND THAT WAS YOUR MISTAKE.

I SAW THEM AS A WELLSPRING OF OPPOSITION, WHICH HAD TO BE DESTROYED. LABORERS ARE EASY TO REPLACE. DO YOU SEE?

I... I SUPPOSE.



AH, MY SON, YOU SEEM UN-NERVED.

BUT DON'T WORRY -- IT'S MERELY THE FAULT OF YOUR INADEQUATE UPBRINGING. WHEN IT'S NEEDED OF YOU, TRUST ME, YOU'LL RISE TO THE OCCASION.

IT'S IN THE BLOOD.



AND HELMUT ZEMO FEELS A STRANGE THRILL RUN THROUGH HIM. HE'S JUST HAD A TASTE OF POWER --

-- OF POWER UNCHECKED, OF POWER IN ITS RAWEST, PUREST FORM --



-- AND IT'S NOT A TASTE HE'LL SOON FORGET...!



NOT THE HAPPIEST OF ENDINGS, EH, FRANTIC ONE? A CASE OF JUSTICE DENIED AND TYRANNY TRIUMPHANT -- OR SO IT SEEMS!

BUT FATE HAS A WAY OF EVENING THE SCORE! A FEW YEARS LATER, IN COMBAT WITH CAPTAIN AMERICA, BARON ZEMO PAYS FOR HIS DEEDS -- IN SPADES!

AS FOR THE REST OF OUR LITTLE CAST OF MIXED-UP MEGALOMANIACS WITH ATTITUDE PROBLEMS, THEY'RE ON VIEW EACH AND EVERY MONTH --

-- AS PART OF THE THUNDERBOLTS, MARVEL'S STRANGEST HEROES OF ALL -- BECAUSE THEY'RE NOT!

END.

MARVEL
COMICS

THE WORLD'S GREATEST COMICS!

JUSTICE, LIKE LIGHTNING...

THUNDERBOLTS

Featuring
YOUR NEW CINE
TO THE
MARVEL
UNIVERSE?

AUG
#5

APPROVED
BY THE
COMICS
CODE
AUTHORITY

IT HAD TO HAPPEN
ATLAS VS.
THE
GROWING MAN!

BUSIEK
BAGLEY
RUSSELL

BIG TROUBLE!

HONG KONG.

A COOL, QUIET
BOARDROOM,
HIGH ABOVE THE
TEEMING STREETS.

I HAD
THOUGHT OUR
NEW YORK OPERATIONS
COULD PROCEED WITHOUT
MY INVOLVEMENT, BUT
DIFFICULTIES HAVE
ARISEN, MY
FRIENDS.

AND
THIS --

-- THIS IS THE
PROBLEM.

THE
THUNDERBOLTS.

THEY'VE
BATTLED THE HULK,
AND THE RAT PACK,
DEFEATED THE WRECKING
CREW, ARNIM ZOLA, THE
MAD THINKER, THE
CIRCUS OF
CRIME...

...THEY HAVE
EVEN DAMAGED
OUR OPERATIONS
AND ENDED WHAT COULD
HAVE BEEN A PROFITABLE
ARRANGEMENT WITH
THE NEW MASTERS
OF EVIL.

AND
THEY GROW
MORE POPULAR
EVERY DAY.

I THOUGHT
WE HAD PUT THIS
FOOLISHNESS
BEHIND US,
GENTLEMEN.

FAPP

THUNDERBOLTS SAVE LIVES: AID FIREMEN

MANHATTAN (Continued from page 1) The Thunderbolts' heroic actions have been widely reported in the city's newspapers. The New York Daily Mirror, for example, has a full-page spread devoted to the team's latest exploit. The headline reads: "THUNDERBOLTS SAVE LIVES: AID FIREMEN". The article describes how the team, led by the Hulk, fought off a fire-breathing monster that had appeared in the city's streets. The monster, it is reported, was a creature of pure evil, and the Thunderbolts' actions were a true triumph for the city. The article also mentions that the team's actions have earned them a place in the hearts of the people of New York. The Thunderbolts are now the most popular heroes in the city, and their actions are being celebrated everywhere. The article concludes by saying that the Thunderbolts are a true hero, and that their actions are a true inspiration to the people of New York.

WHEN THE AVENGERS AND THE FANTASTIC FOUR WERE ALIVE, SUPER HEROES WERE A FACT OF LIFE -- SOMETHING THAT HAD TO BE DEALT WITH.

BUT THEY ARE ALIVE NO LONGER -- AND THE HEROES THAT REMAIN ARE LARGELY DISORGANIZED OR FEARED BY SOCIETY.

NEW GROUPS, LIKE THESE THUNDERBOLTS, AND THE HEROES FOR HIRE, CANNOT BE ENCOURAGED. WE MUST MAKE AN EXAMPLE OF THEM --

-- AND WE MUST SHOW THE WORLD THAT NO ONE INTERFERES WITH US AND ESCAPES UNSCATHED.

PREPARE A COUNTERSTRIKE, SECTION LEADER -- USING WEAPON X-F3.

X-F3?! BUT THAT'S --

BUT EVEN AS DEADLY MACHINATIONS ARE SET IN MOTION A HALF A WORLD AWAY -- IN NEW YORK, ALL IS NOT AS IT SEEMS.

THE THUNDERBOLTS ARE NOT THE HEROES THEIR ADMIRERS AND ENEMIES THINK THEM TO BE. IN ACTUALITY, THEY ARE THE MASTERS OF EVIL --

--AN ELITE CADRE OF SUPER-VILLAINS POSING AS SAVIORS TO WIN THE WORLD'S CONFIDENCE, AND WORM THEIR WAY PAST ITS DEFENSES.

STILL, ON A GORGEOUS SPRING DAY IN MANHATTAN, SCHEMES AND DISGUISES SOMEHOW SEEM IRRELEVANT. AND THE THUNDERBOLTS --

LOOK AT IT! JUST LOOK AT IT!

I KNOW WHAT IT IS. AND WE ARE USING IT. THE THUNDERBOLTS MUST BE CRUSHED, AND DECISIVELY.

NOW SEE TO IT.

YES, MY MASTER, IT SHALL BE DONE

-- THE THUNDERBOLTS ARE PROVING THAT ONCE IN A WHILE, EVEN THE MOST NEFARIOUS OF CRIMINAL CONSPIRACIES --

"... HAS TO
TAKE THE
DAY OFF."



GROWING PAINS

KURT BUSIEK

writer

MARK HADLEY

penciler

VINCE RUSSELL

inker

**CONCRAFT &
DAVE LANPHEAR**

letters

TOM BREVOORT

editor

JOE ROBAS

colors

BOB HARRAS

editor in chief

AND NO ONE IS ENJOYING
THE DAY MORE THAN HALLIE
TAKAHAMA -- WHO, AS
JOLT, IS THE THUNDERBOLTS'
NEWEST MEMBER --

-- AND WHO IS THE ONLY
ONE AMONG THEM WHO
DOESN'T KNOW THE
TEAM'S TRUE PURPOSE.

-- ISN'T IT
GORGEOUS?!

ISN'T
IT SIMPLY
THE MOST
WONDERFUL
DAY --?!

CITIZEN
H.K.H. BRON ZEPH

METEORITE
H.K.H. MURKSTONE

TECHNO
H.K.H. THE FIXER

SONGBIRD
H.K.H. SCREAMING HOWL

M.A.C.H.-1
H.K.H. THE BEETLE

JOLT

ATLAS
H.K.H. GOLINTH



WELL, SURE. I GREW UP AROUND HERE SO I THINK I SAW EVERYTHING ON SCHOOL FIELD TRIPS.

AND I'VE SEEN IT ALL, TOO -- BUT IT'S DIFFERENT WHEN YOU SEE IT WITH SOMEONE YOU KNOW? SO FOR US, TODAY -- IT'S ALL NEW!

AREN'T THEY SWEET TOGETHER? THEY SEEM SO HAPPY.

SURE -- THERE'S NO PRESSURE ON THEM. IT ONLY GETS TOUGH LATER...

Huh?

BUT THAT'S THEIR BUSINESS. I'VE BEEN HOPING FOR A CHANCE TO TALK TO YOU A LITTLE, HALLIE...

HER TONE IS CASUAL, BUT KARLA SOFEN CHOOSES HER WORDS CAREFULLY. HALLIE IS A WILD CARD IN THE GROUP --

WH-WHAT DO YOU MEAN?

WELL, I DON'T MEAN TO PRY, BUT -- -- YOU RECENTLY LOST YOUR FAMILY, YOU'VE BEEN THROUGH HARDSHIP AND UNIMAGINABLE TORTURE --

-- NOT AS LOYAL TO CITIZEN V AS THE OTHERS, NOT A PART OF HIS POWER BASE. BUT THE OTHERS ALL LIKE HER, AND SEEM DRAWN TO HER --

-- MAKING HER AN IDEAL RECRUIT FOR A SECOND POWER BASE WITHIN THE TEAM --

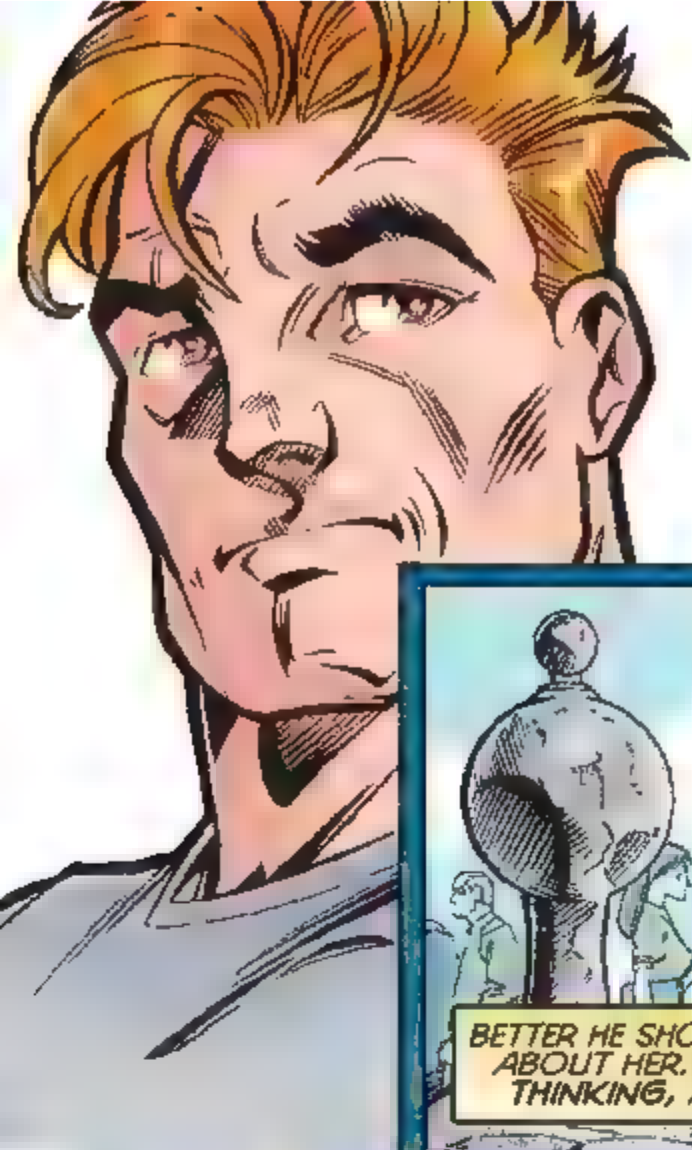
-- I WOULDN'T HAVE EXPECTED YOU TO BE SO -- SO SUNNY --

I -- I DON'T KNOW HOW TO FEEL ABOUT IT. I JUST PRETEND IT ALL HAPPENED TO SOMEONE ELSE. THAT I'M SOMEONE ELSE, WITH A NEW FAMILY...

I JUST WANT YOU TO KNOW -- IF YOU EVER NEED SOMEONE TO TALK TO, EVER NEED TO LET IT OUT -- I'M HERE.

I'M SCARED TO LET IT OUT, KARLA.

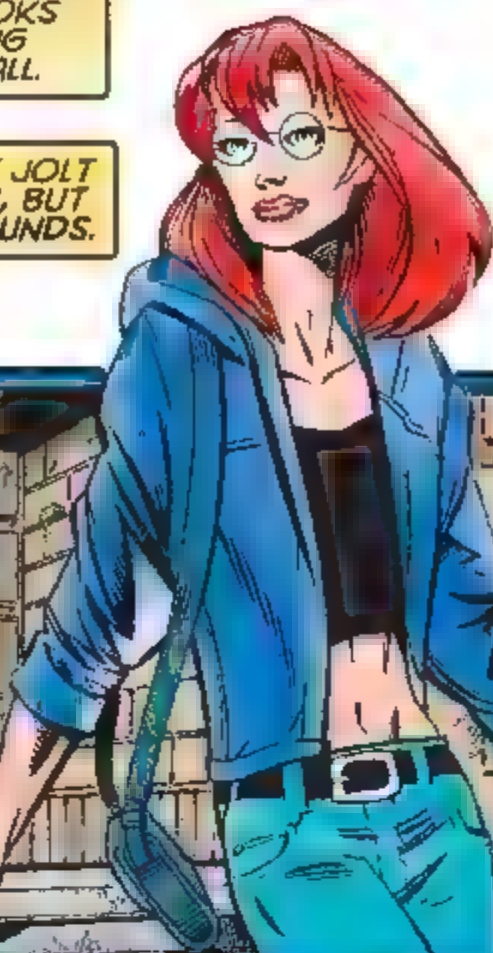
I'M SCARED THAT IF I DON'T KEEP IT ALL BOTTLED UP, I'LL -- I'LL --



MEANWHILE...

...ERIK JOSTEN WATCHES THE WAY THE SUN GLINTS ON HER HAIR, THE WAY SHE LOOKS GRACEFUL EVEN LEANING AGAINST THAT LOW WALL.

THEY DECIDED TO TRUST JOLT WITH THEIR FIRST NAMES, BUT GIVE HER FALSE BACKGROUNDS.



BUT DALLAS -- HE CAN'T EVEN TELL HER THAT MUCH, AND HE HATES IT.

BETTER HE SHOULD FORGET ABOUT HER. WHAT IS HE THINKING, ANYWAY?

HE CAN'T BE WITH HER WITHOUT LYING TO HER. AND HE CAN'T LIE TO HER WITHOUT FEELING LIKE A WORM. BUT STILL --

-- STILL --

NO, BETTER HE SHOULD LEAVE LET HER FIND SOMEONE ELSE, SOMEONE HONEST. HE STARTS TO TURN AWAY --

SO, STRANGER -- YOU PLANNING TO SAY ANYTHING, OR WERE YOU JUST GOING TO STAND THERE A WHILE LONGER?

-- AND HE'S SUNK.

AND THEN -- SHE SMILES AT HIM --

HERE YOU GO, S.R.

THANKS!

YES, THEY COULD HAVE BOLTED, METEORITE THINKS. BUT THEN JOLT WOULDN'T HAVE GOTTEN A TASTE OF ADULATION, SO SOON AFTER FEELING ALONE AND VULNERABLE --

-- FOR MY WIFE --

SURE!

-- AND IT WOULD HAVE BEEN A WASTED OPPORTUNITY. THIS IS EXACTLY WHAT SHE'D HOPED FOR. A SHARED EXPERIENCE --

-- SOMETHING TO START THE PROCESS OF BONDING JOLT TO HER --



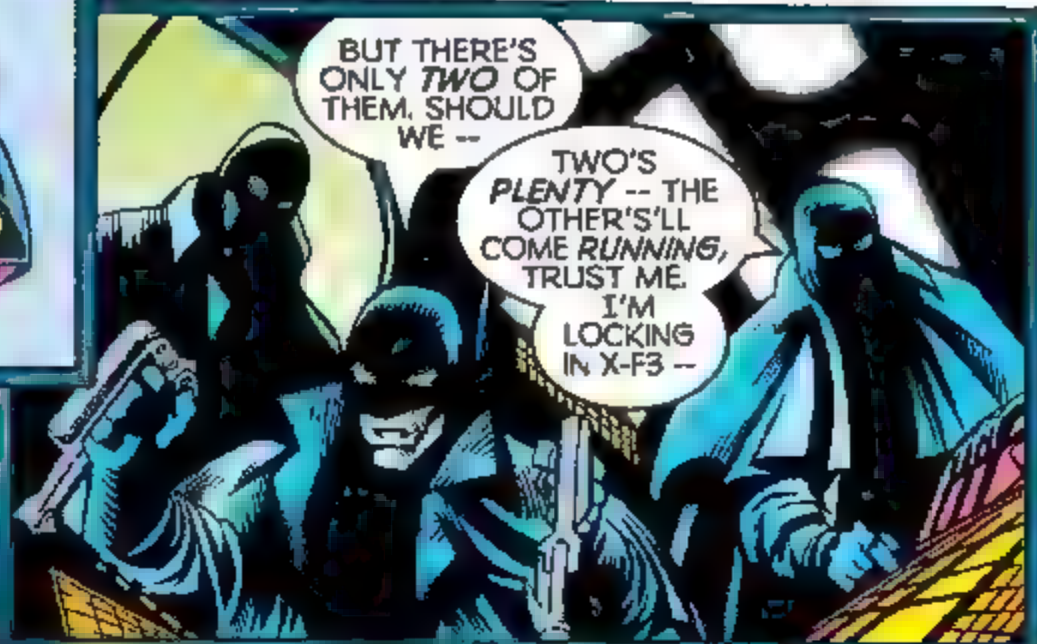
MEANWHILE,
HIGH ABOVE...

CLOAKING
STILL ACTIVE. AND
WE HAVE TARGET
ACQUISITION.



BUT THERE'S
ONLY TWO OF
THEM. SHOULD
WE --

TWO'S
PLENTY -- THE
OTHER'S'LL
COME RUNNING,
TRUST ME.
I'M
LOCKING
IN X-F3 --



"-- AND
LAUNCHING!"



I HAVE BEEN
ACTIVATED!

BUT --
WHAT IS MY
PURPOSE? WHAT
IS MY GOAL? MY
PROGRAMMING
IS INCOMPLETE!

I MUST
FIND THE MASTER!
NONE BUT HE CAN
GUIDE ME! NONE BUT
HE CAN SHOW ME
THE WAY!

BUT --
WHERE IS
HE?



Huh?

WHAT?!

KRAK



-- IT GROWS WHEN YOU HIT IT!

UHH!

SEE?

-- DARE-DEVIL CLOBBERED ME OVER THERE --

IT'S STARTING TO SOUND LIKE YOU NEVER WON ANY FIGHTS, ABE...

HEY, I WON MY SHARE! JUST, WELL -- JUST NOT ENOUGH --

NOT FAR AWAY, ATOP THE WORLD TRADE CENTER...

-- AND THAT BUILDING OVER THERE -- SPIDER-MAN KICKED MY CAN PRETTY GOOD OVER THERE --

-- AND THERE, THAT NARROW BUILDING --

HEY! DOWN THERE! THAT LOOKS LIKE ONE OF METEORITE'S POWER-BOLTS!

SHE MIGHT BE IN TROUBLE!

AND SHE'S GOT HALLIE WITH HER!



I GOT MY GEAR WITH ME, YOU?

ALWAYS.

GREAT, THEN LET'S DUCK INTO THAT STAIRWELL --



-- AND GIVE THE SIGHTSEERS A THRILL --



"... AS MACH-1 AND SONGBIRD!"

WHAT IN --?

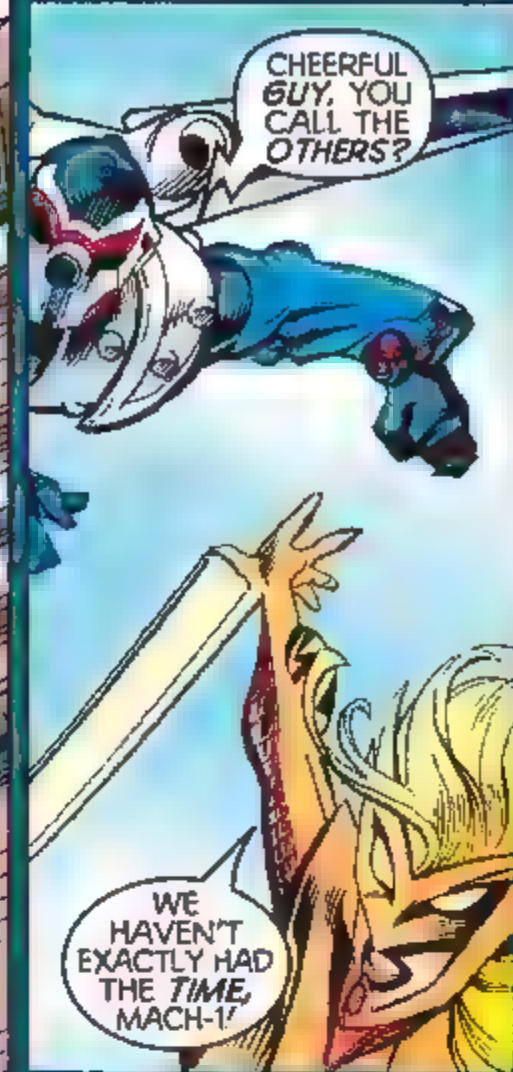
IT'S CALLED THE GROWING MAN! IT'S SOME SORT OF ROBOT --

STIMULOID, ACTUALLY!

-- AND IT GETS BIGGER AND MORE POWERFUL WHEN YOU HIT IT! SO DON'T!

YOU KNOW OF ME! YOU KNOW MY NATURE! YOU MUST KNOW OF MY MASTER!

YOU WILL TAKE ME TO HIM! YOU WILL AID ME IN DISCOVERING MY PURPOSE! OR YOU WILL BE DESTROYED!



CHEERFUL GUY, YOU CALL THE OTHERS?

WE HAVEN'T EXACTLY HAD THE TIME, MACH-1!



WELL, THEY'RE CALLED NOW!

DON'T HIT HIM, huh? THIS COULD BE TRICKY...

TEK

ELSEWHERE...

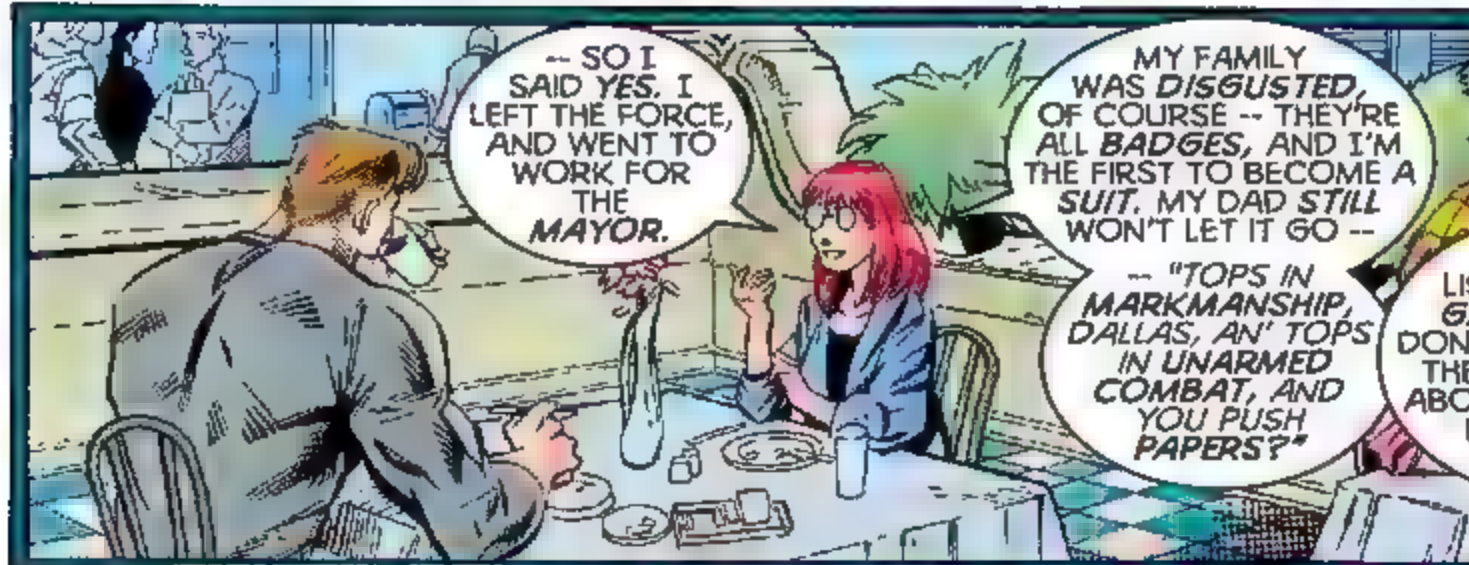


-- SO ANYWAY, THE THUNDERBOLTS RUMBLERD THE OPERATION, AND THE GOODS GOT CONFISCATED. STORY A'MY LIFE. I'M OUT.

ME TOO.

THAT'S ALL YOU HEAR THESE DAYS -- THUNDERBOLTS THIS, THUNDERBOLTS THAT. IT'S ENOUGH TO MAKE A GUY GO STRAIGHT...

I KNOW WHAT YOU MEAN, FELLAS --

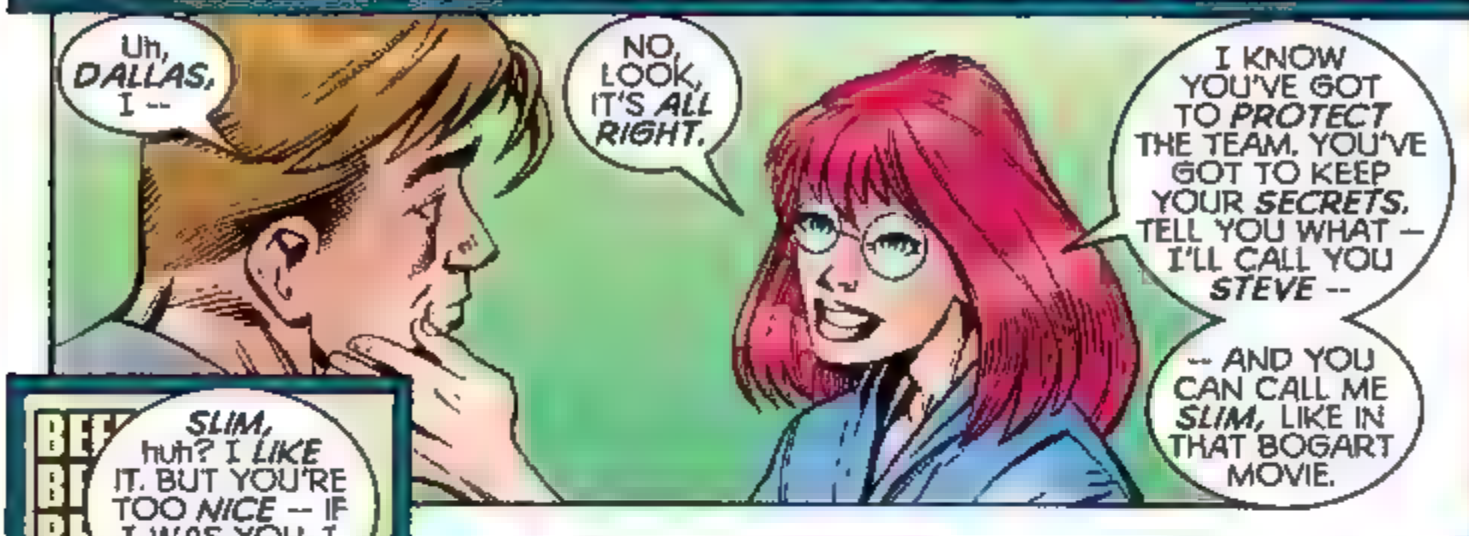


-- SO I SAID YES. I LEFT THE FORCE, AND WENT TO WORK FOR THE MAYOR.

MY FAMILY WAS DISGUSTED, OF COURSE -- THEY'RE ALL BADGES, AND I'M THE FIRST TO BECOME A SUIT. MY DAD STILL WON'T LET IT GO --

-- "TOPS IN MARKSMANSHIP, DALLAS, AN' TOPS IN UNARMED COMBAT, AND YOU PUSH PAPERS?"

Oh, BUT LISTEN TO ME GAB -- AND I DON'T EVEN KNOW THE FIRST THING ABOUT YOU, NOT EVEN YOUR NAME --



Uh, DALLAS, I --

NO LOOK, IT'S ALL RIGHT.

I KNOW YOU'VE GOT TO PROTECT THE TEAM. YOU'VE GOT TO KEEP YOUR SECRETS. TELL YOU WHAT -- I'LL CALL YOU STEVE --

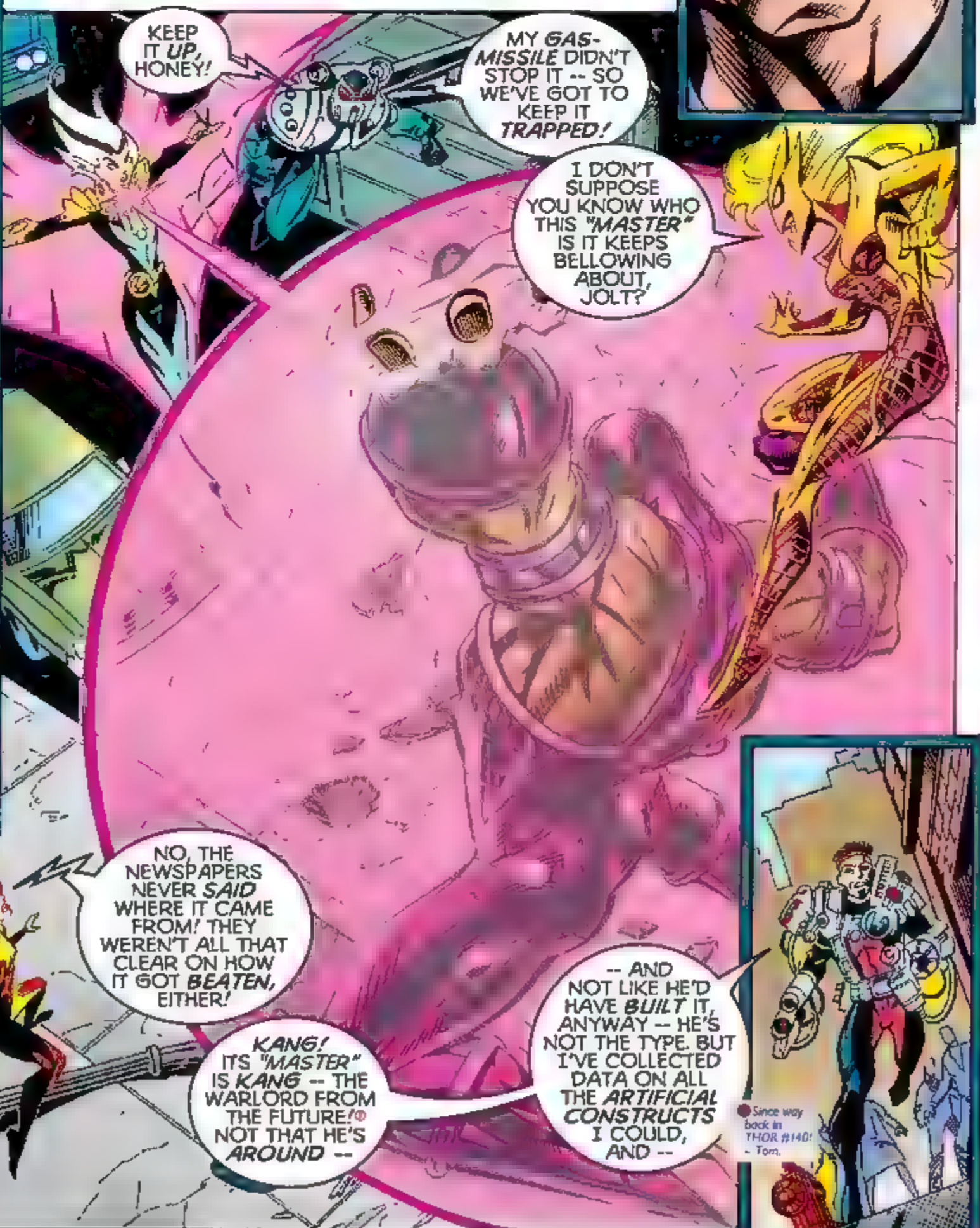
-- AND YOU CAN CALL ME SLIM, LIKE IN THAT BOGART MOVIE.



SLIM, huh? I LIKE IT. BUT YOU'RE TOO NICE -- IF I WAS YOU, I WOULDN'T--

Uh-oh, GOTTA GO.

I'M RIGHT BEHIND YOU!



KEEP IT UP, HONEY!

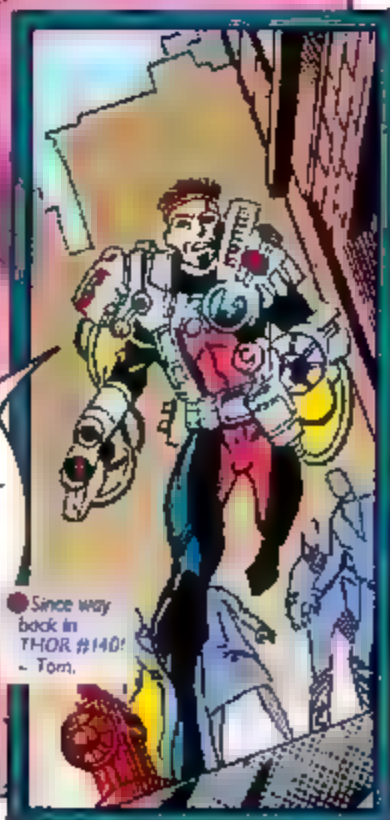
MY GAS-MISSILE DIDN'T STOP IT -- SO WE'VE GOT TO KEEP IT TRAPPED!

I DON'T SUPPOSE YOU KNOW WHO THIS "MASTER" IS IT KEEPS BELLOWING ABOUT, JOLT?

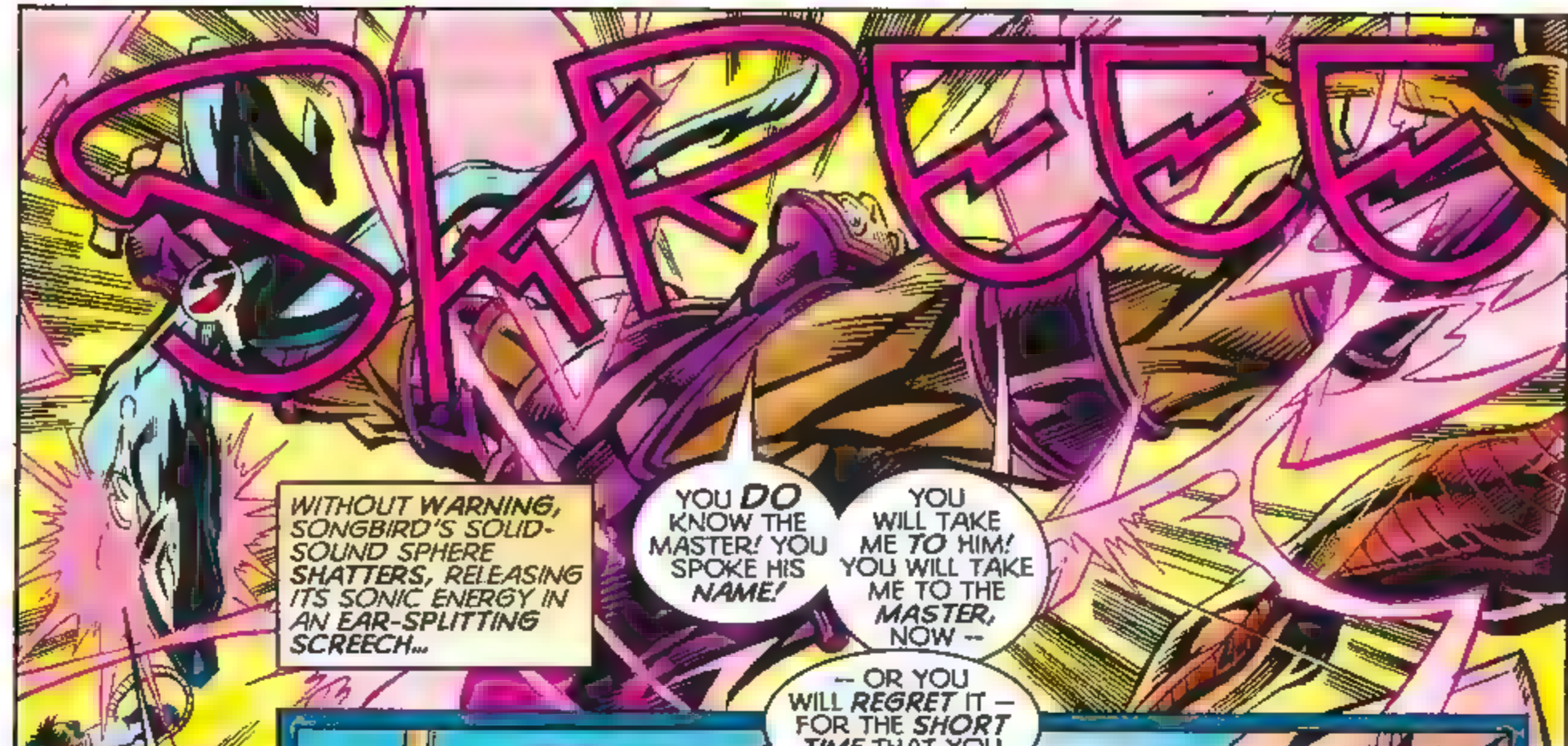
NO, THE NEWSPAPERS NEVER SAID WHERE IT CAME FROM! THEY WEREN'T ALL THAT CLEAR ON HOW IT GOT BEATEN, EITHER!

KANG! ITS "MASTER" IS KANG -- THE WARLORD FROM THE FUTURE! NOT THAT HE'S AROUND --

-- AND NOT LIKE HE'D HAVE BUILT IT, ANYWAY -- HE'S NOT THE TYPE. BUT I'VE COLLECTED DATA ON ALL THE ARTIFICIAL CONSTRUCTS I COULD, AND --



Since way back in THOR #140! - Tom.



WITHOUT WARNING, SONGBIRD'S SOLID-SOUND SPHERE SHATTERS, RELEASING ITS SONIC ENERGY IN AN EAR-SPLITTING SCREECH...

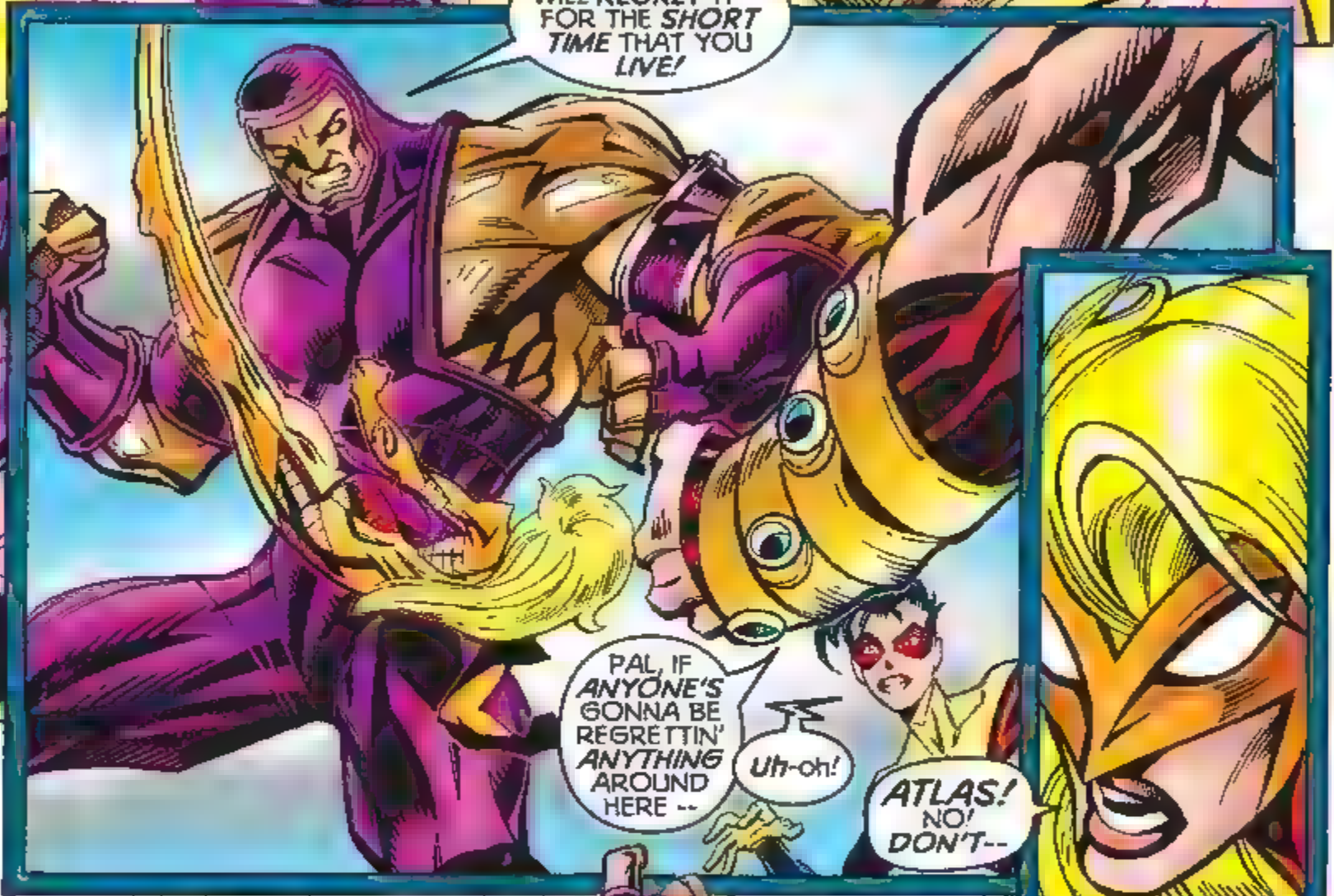
YOU **DO** KNOW THE MASTER! YOU SPOKE HIS NAME!

YOU WILL TAKE ME TO HIM! YOU WILL TAKE ME TO THE MASTER, NOW --

-- OR YOU WILL REGRET IT -- FOR THE **SHORT** TIME THAT YOU LIVE!



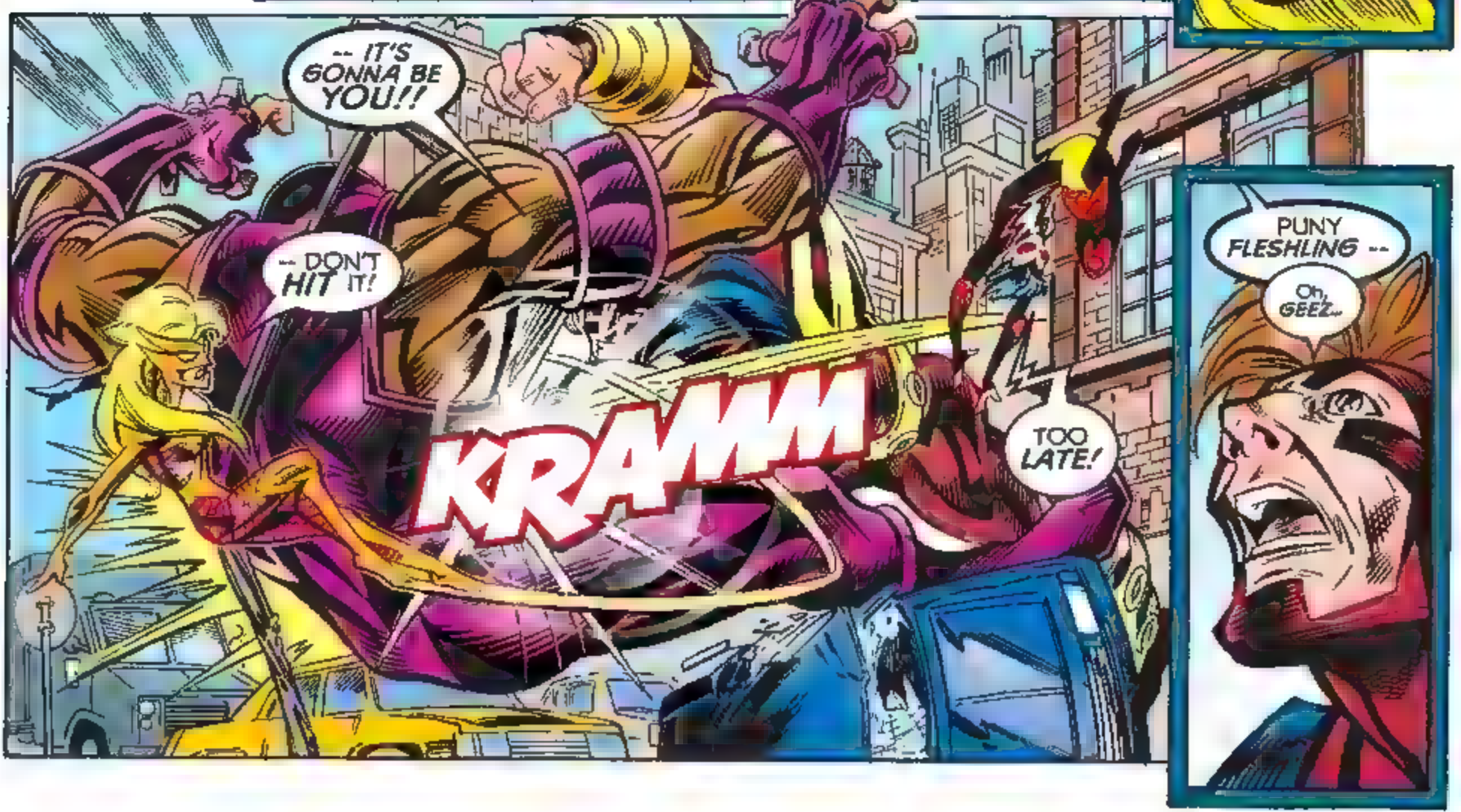
A/H!
AHH!



PAL, IF ANYONE'S GONNA BE REGRETTIN' ANYTHING AROUND HERE --

Uh-oh!

ATLAS! NO! DON'T--



-- IT'S GONNA BE YOU!!

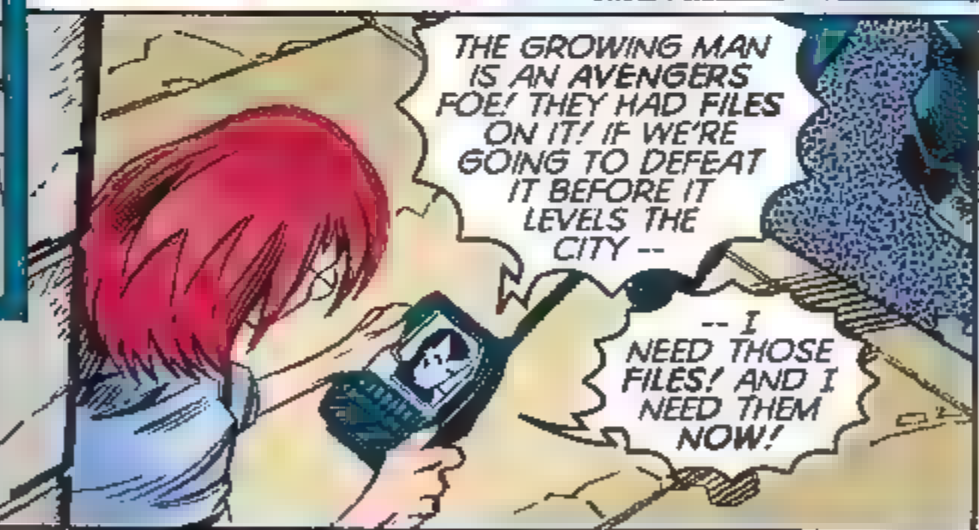
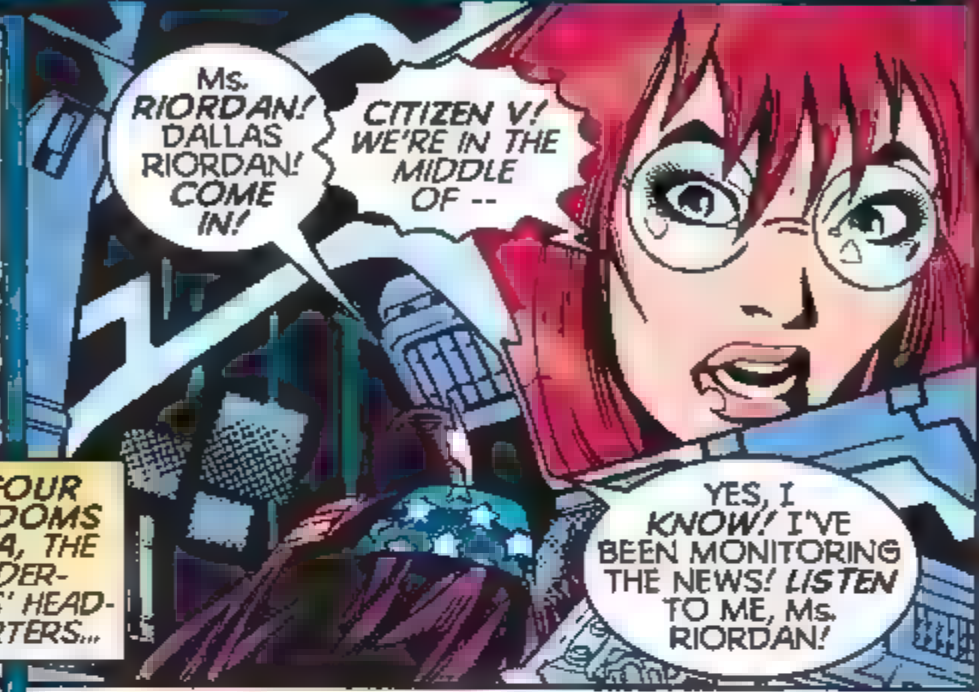
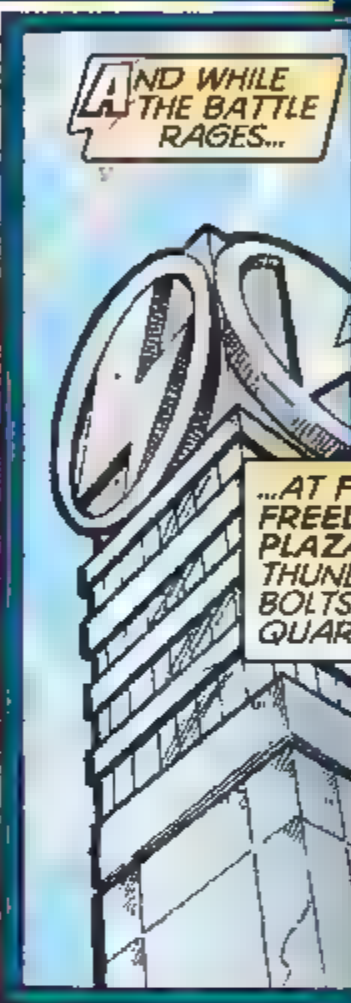
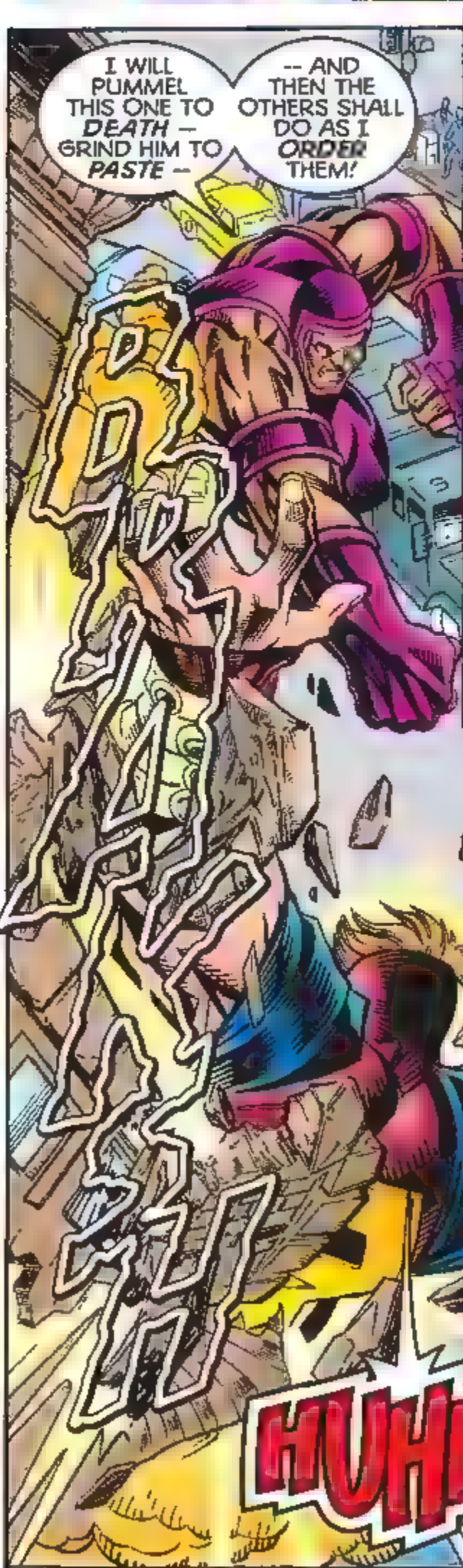
-- DON'T HIT IT!

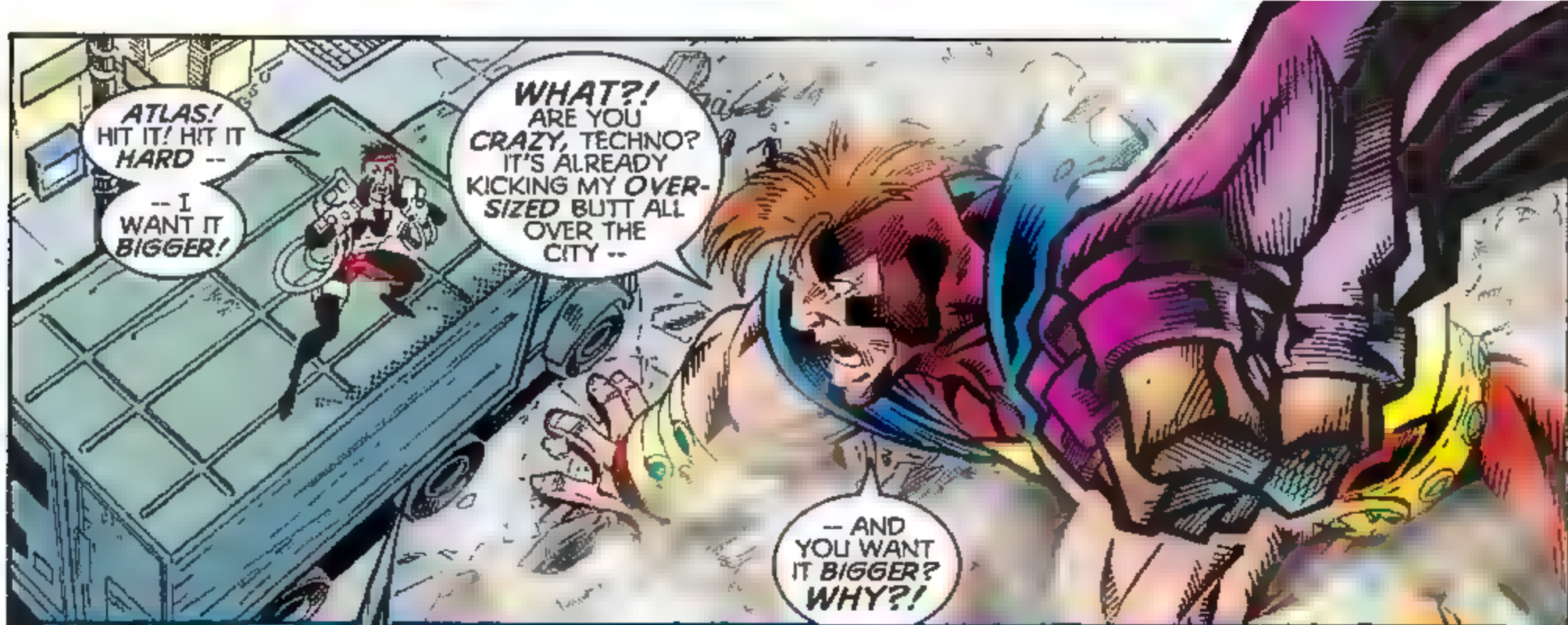
KRAMM

TOO LATE!

PUNY FLESHLING --

Oh, GEEZ...

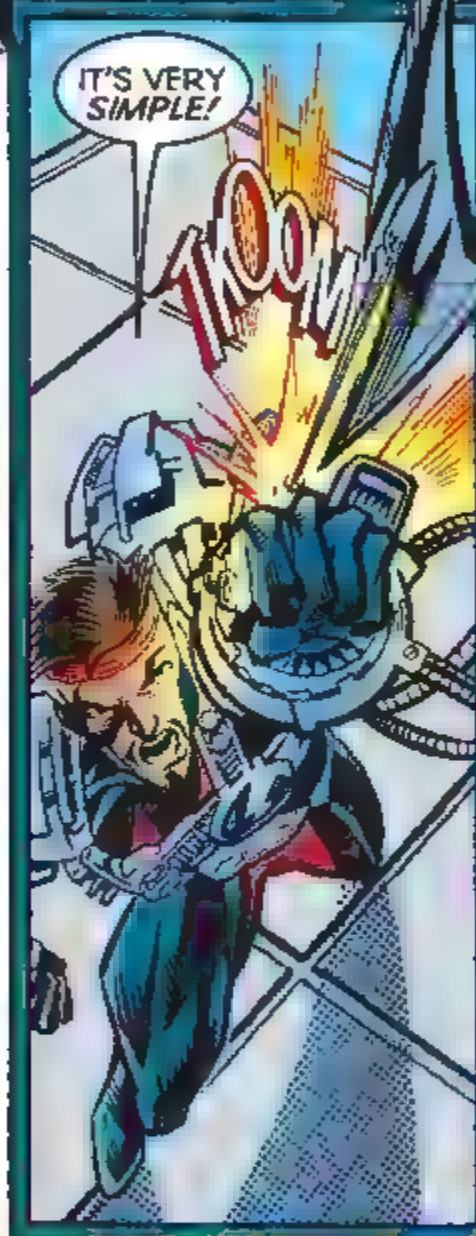




ATLAS!
HIT IT! HIT IT
HARD --
-- I
WANT IT
BIGGER!

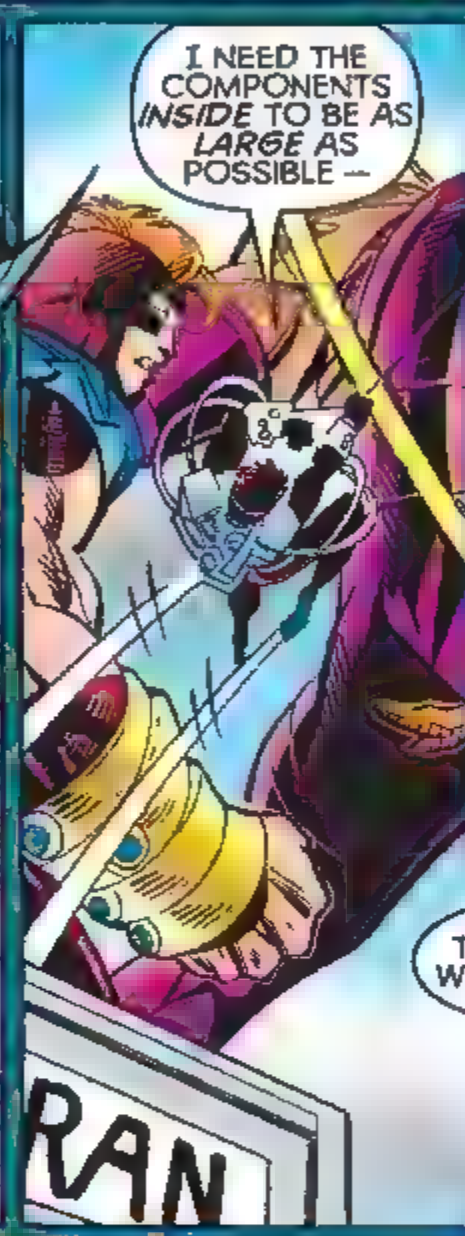
WHAT?!
ARE YOU
CRAZY, TECHNO?
IT'S ALREADY
KICKING MY OVER-
SIZED BUTT ALL
OVER THE
CITY --

-- AND
YOU WANT
IT BIGGER?
WHY?!



IT'S VERY
SIMPLE!

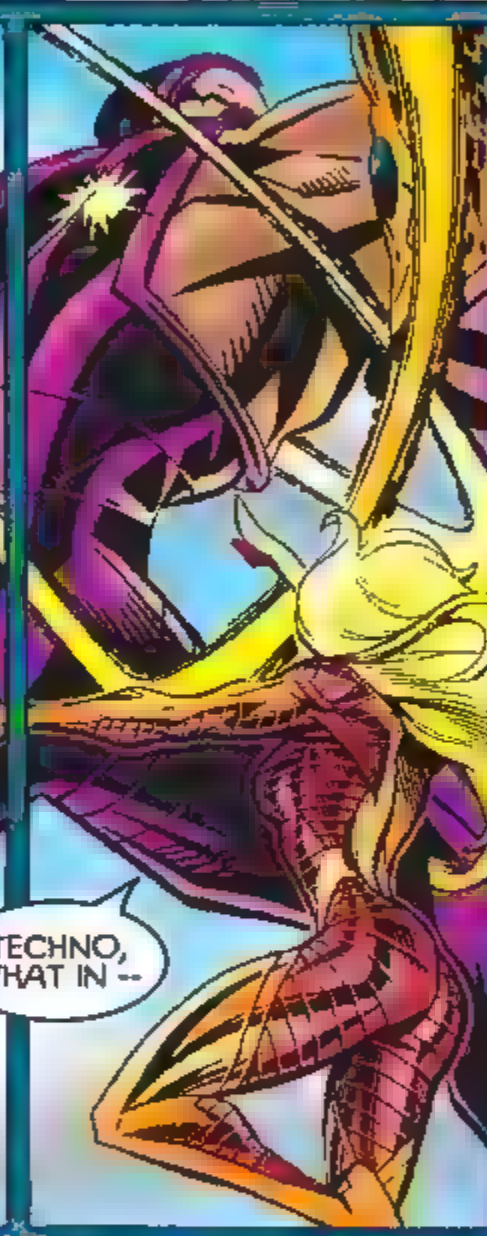
KROOM



I NEED THE
COMPONENTS
INSIDE TO BE AS
LARGE AS
POSSIBLE --

TECHNO,
WHAT IN --

RAN

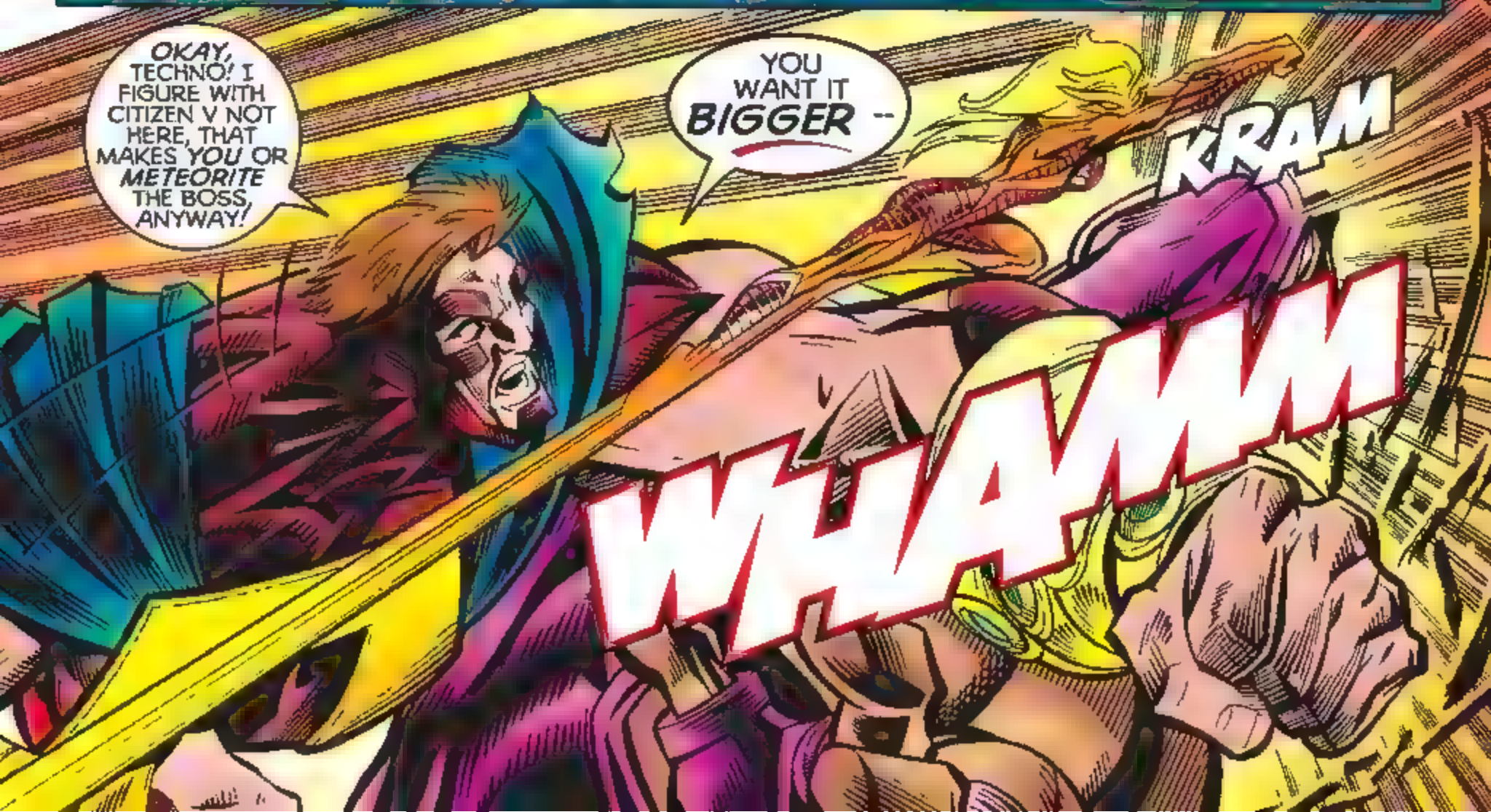


-- SO WHEN I
GO IN, TO SHUT
IT DOWN --

WHRRR

WHRRR

-- I'VE
GOT ROOM
TO WORK!



OKAY,
TECHNO! I
FIGURE WITH
CITIZEN V NOT
HERE, THAT
MAKES YOU OR
METEORITE
THE BOSS,
ANYWAY!

YOU
WANT IT
BIGGER --

KRAM

WHAMMM



-- YOU
GOT
IT!

YOU ARE ONLY
HASTENING YOUR
DOOM, FLESHLING!
YOURS -- AND YOUR
WORLD'S IF I DO NOT
GET WHAT I
DEMAND!

KRKSSH

JOLT!
MACH-1!
GET THESE
BUILDINGS
EVACUATED --
GET ALL THE
PEOPLE OUT
OF HERE!

NOT
THAT THIS
AIN'T MESSY
ALREADY --
BUT IT'S
GONNA GET
WORSE!

AH!

WHOA!

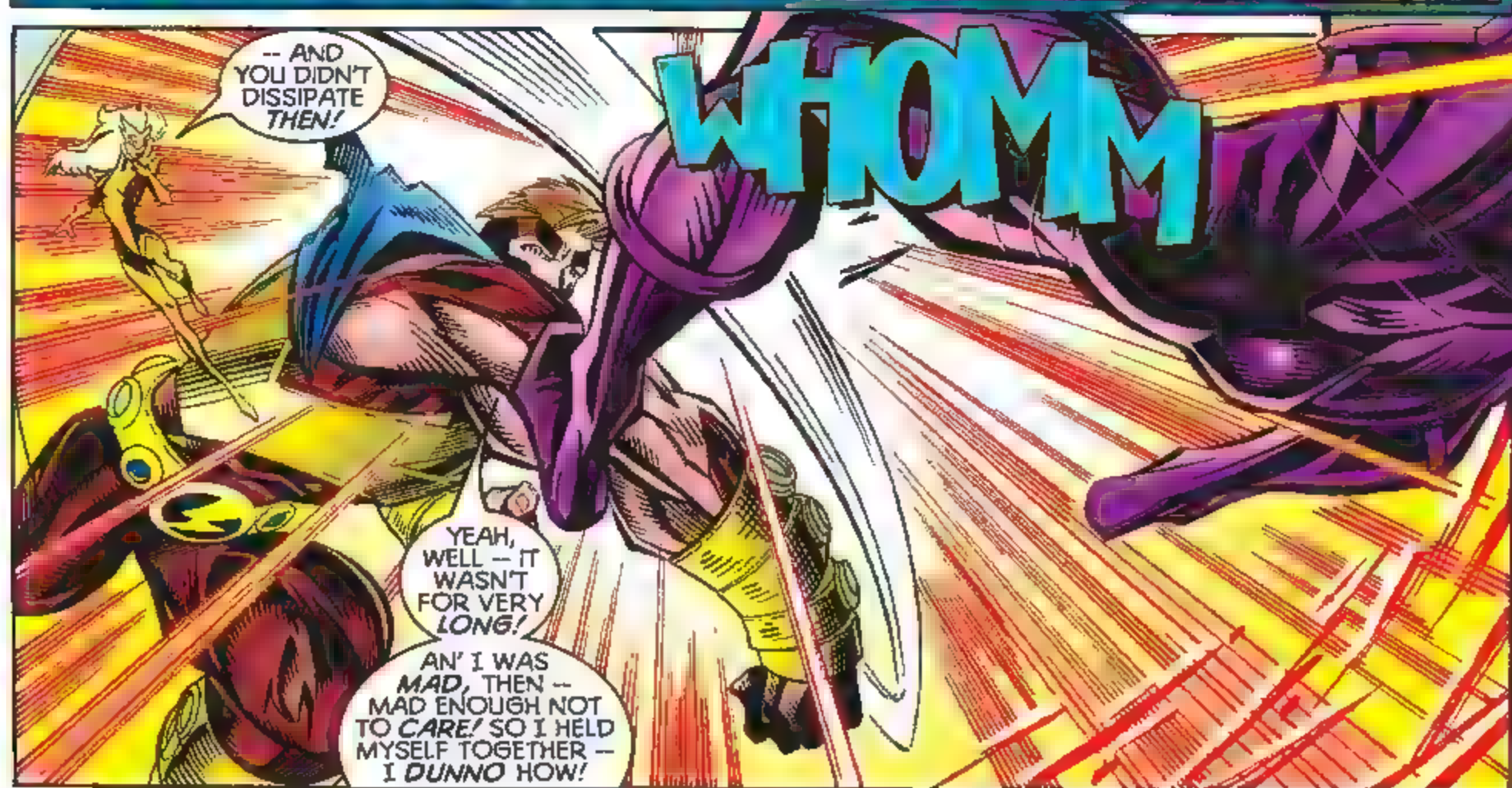
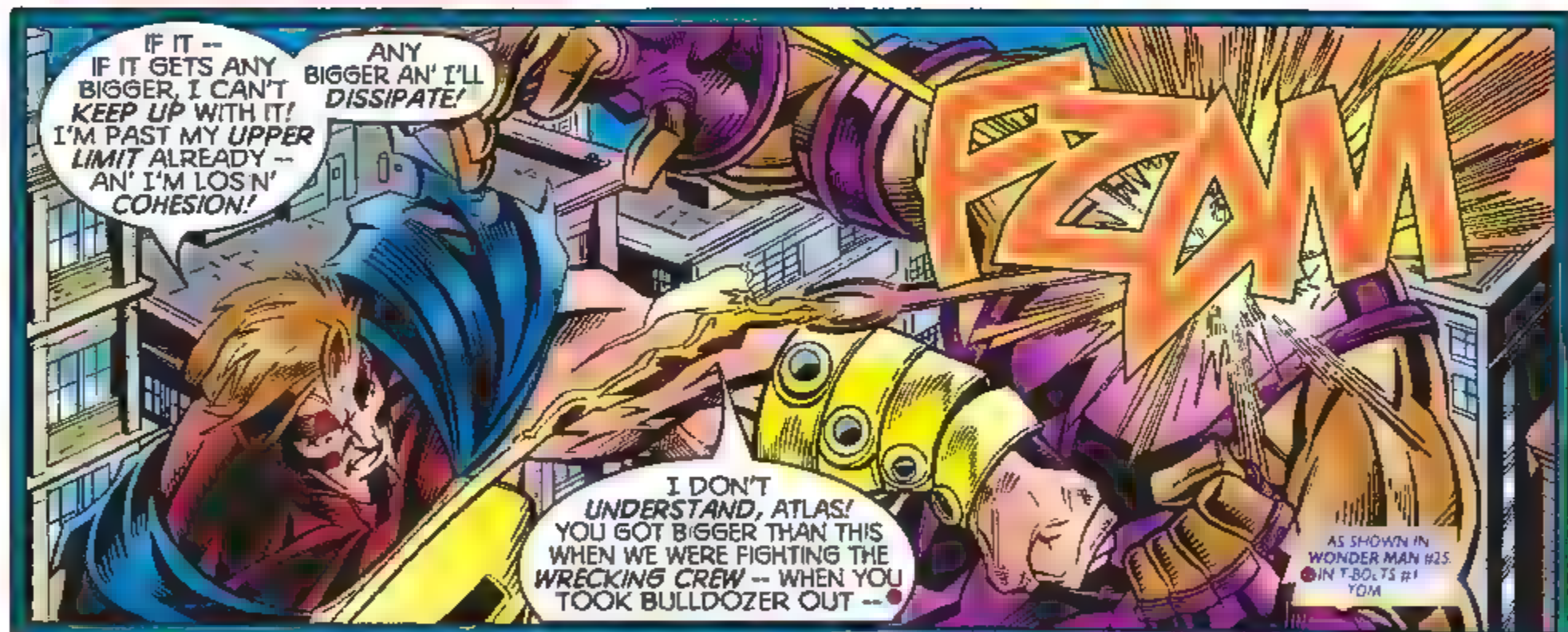
WE'RE
ON IT, BIG
GUY!

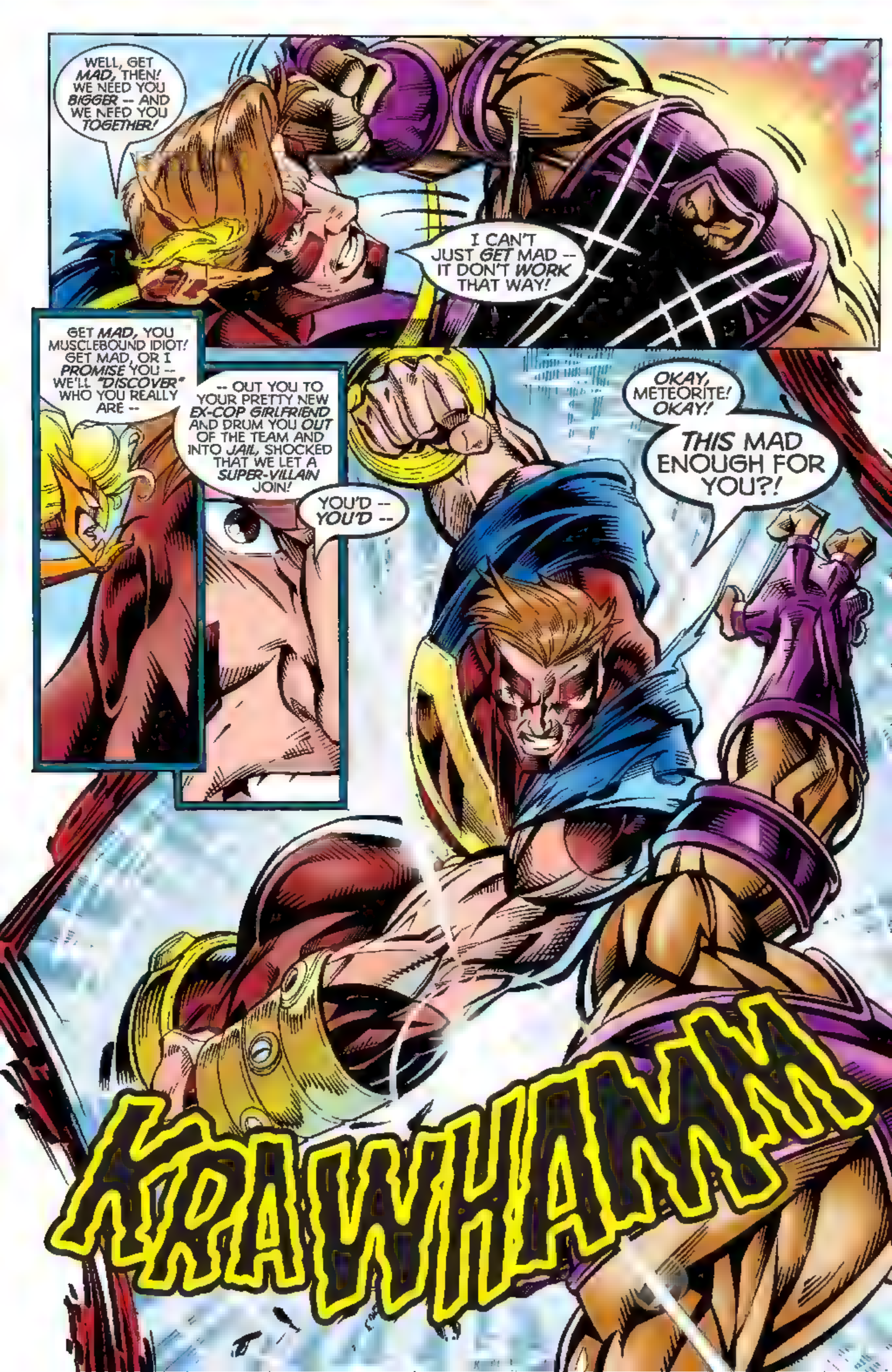
MOST OF
THE RESIDENTS
ARE GONE **ALREADY** --
ALL WE'VE GOT LEFT
ARE **REPORTERS** AND
A FEW **RUBBER-**
NECKERS!



JUST
FINISH IT **QUICK!**
I WANT TO GET
SONGBIRD TO A
DOCTOR --

-- MAKE
SURE SHE'S
OKAY!





WELL, GET
MAD, THEN!
WE NEED YOU
BIGGER -- AND
WE NEED YOU
TOGETHER!

I CAN'T
JUST GET MAD --
IT DON'T WORK
THAT WAY!

GET MAD, YOU
MUSCLEBOUND IDIOT!
GET MAD, OR I
PROMISE YOU --
WE'LL "DISCOVER"
WHO YOU REALLY
ARE --

-- OUT YOU TO
YOUR PRETTY NEW
EX-COP GIRLFRIEND
AND DRUM YOU OUT
OF THE TEAM AND
INTO JAIL, SHOCKED
THAT WE LET A
SUPER-VILLAIN
JOIN!

YOU'D --
YOU'D --

OKAY,
METEORITE!
OKAY!

THIS MAD
ENOUGH FOR
YOU?!

CRASH!

AND HEY -- NO SOONER ASKED THAN RECEIVED! THANKS, SONGBIRD!

MY PLEASURE, TECHNO -- IT'S THE LEAST I CAN DO, AFTER YOU SAVED THE DAY...

SONGBIRD! YOU'RE ALL RIGHT!

I'M FINE, HONEY. I WAS JUST GROGGY FOR A MINUTE OR TWO -- RIGHT WHEN YOU NEEDED ME MOST. AND NOW THAT I'M OKAY AGAIN --

"-- EVERYTHING SEEMS TO BE WRAPPED UP!"

THAT BEAM -- IT WAS AS IF IT WAS SENDING SOME SORT OF SIGNAL --

AND THEN IT JUST SHRUNK DOWN INTO THIS CAPSULE-THING!

BUT -- WHAT WAS GOING ON? WHY DID IT ATTACK US?

I JUST HOPE THIS DOESN'T MEAN WE'RE GONNA GET TARGETED BY KANG. HE'S ONE GUY I WOULD NOT WANNA GO UP AGAINST...

FOUR FREEDOMS PLAZA...

-- SORRY I COULDN'T GET S.H.I.E.L.D. TO APPROVE RELEASING THE RECORDS, BUT AT LEAST THE T-BOLTS BEAT IT, RIGHT?

AND ALL'S WELL THAT ENDS WELL -- Eh, Ms. RIORDAN?

IN THIS INSTANCE, THAT'S WHAT MATTERS --

-- BUT WE'LL VERY LIKELY BATTLE MORE AVENGERS FOES IN THE FUTURE, AND ACCESS TO THOSE FILES COULD BE HELPFUL IN SAFEGUARDING THE CITY.

YOU'RE RIGHT, OF COURSE. I'LL KEEP TRYING.

RIORDAN OUT.

BLAST.

HE'D WANTED THOSE FILES. AND HE WAS SO CLOSE -- SO CLOSE --

BESIDES, HE HAS ONE MORE THING HE NEEDS TO DO...

BUT NO, THERE WILL BE OTHER CHANCES. HE CANNOT WASTE TIME DWELLING ON MISSED OPPORTUNITIES.



WONG KONG.

ENCRYPTED
CALL COMING
IN. PRIORITY
CODE

Eh?
I WAS NOT
EXPECTING...

GOOD
MORNING,
VON
STRUCKER.

THE
X-F3 WAS
FOUND IN LIECHTEN-
STEIN BY HYDRA,
SIX YEARS AGO. THEY
REALIZED WHAT IT WAS,
BUT HAD NO WAY
TO CONTROL
IT --

-- SO
IT WAS HELD IN
RESERVE TO BE USED
AS A WEAPON OF
RETRIBUTION, SINCE
IT COULD BE
UNLEASHED,
BUT NOT
DIRECTED.

WHAT -- HOW DID YOU
GET THIS FREQUENCY?
HOW DARE YOU
TAKE THIS TONE
WITH --

THAT
MEANS IT WAS
YOU WHO SET
THE GROWING
MAN ON MY
TEAM --

-- UN-
DOUBTEDLY AS
A RESPONSE TO
YOUR FIASCO WITH
THOSE SO-CALLED
MASTERS OF
EVIL.

AND
IF I
DID -- ?

IN #3 -
Tom

I'LL MAKE IT SIMPLE, WOLF-
GANG. EITHER YOU LEAVE US
ALONE, AND SUFFER THE
ATTENTION ANY CRIME
FIGURE ATTRACTS FROM
SUPER HEROES --

-- OR YOU
CAN ESCALATE
THIS, AND WE'LL MAKE
IT OUR TOP PRIORITY
TO SHUT YOU
DOWN. YOUR
CHOICE

BARON WOLFGANG VON
STRUCKER WATCHES THE
BLANK SCREEN THE BLANK
SCREEN IN SILENCE. THE IM-
PERTINENCE OF THE MAN,
GIVING ULTIMATUMS TO
HYDRA!

STILL, THE SITUATION BEARS THOUGHT,
HE KNEW A GREAT DEAL HE SHOULDN'T
HAVE, AND THERE WAS SOMETHING
ABOUT HIS MANNER, SOMETHING...

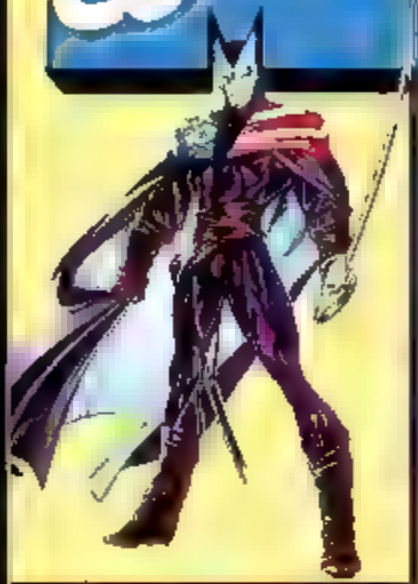
...FAMILIAR... ?

WOLF

NEXT:
THE
ELEMENTS
OF
DOOM!



MARVEL
COMICS



SEP
#6

APPROVED
BY THE
COMICS
CODE
AUTHORITY

BUSIEK
BAGLEY
RUSSELL

THE WORLD'S GREATEST COMICS!

JUSTICE, LIKE LIGHTNING...

THUNDERBOLTS

Love
STRIKES THE
THUNDERBOLTS

BUT CAN
CITIZEN V
ALLOW IT TO
SURVIVE?



AVENGERS MANSION.

FOR YEARS, IT HEADQUARTERED EARTH'S MIGHTIEST HEROES, UNTIL THE TEAM DISBANDED AFTER THE APPARENT DEATHS OF THEIR CORE MEMBERS.

NOW IT'S HELD BY S.H.I.E.L.D. --- THE WORLD'S FOREMOST INTERNATIONAL INTELLIGENCE AND PEACEKEEPING ORGANIZATION.

AGENT SAYER -- CAN YOU IDENTIFY THIS MAN?

● Strategic Hazard Intervention Espionage Logistics Directorate Team

Uh -- YES, OF COURSE, Mr. BRIDGE, SIR.

Oh, GOOD. I'D HATE TO THINK THE AGENT ASSIGNED TO HIM DIDN'T EVEN KNOW WHAT HE LOOKED LIKE -- BUT IT'S STARTING TO SEEM THAT WAY.

TELL ME ABOUT HIM, SAYER.

ZEMO, HELMUT J. THIRTEENTH BARON OF THE LINE.

SON OF THE NAZI SUPER-SCIENTIST HEINRICH ZEMO, AND INTERNATIONALLY-WANTED CRIMINAL AND WOULD-BE WORLD CONQUEROR. FIRST CAME TO --

I KNOW ALL THAT, SAYER. TELL ME SOMETHING NEW. CURRENT STATUS?

WELL, HE'S UP TO SOMETHING, WE KNOW THAT. HE BROKE JAIL MONTHS AGO, KILLING THREE GUARDS IN THE PROCESS. WE KNOW HE WAS AT HIS CASTLE FOR A WHILE --

-- IN A SUB-BASEMENT WE DIDN'T PREVIOUSLY KNOW ABOUT.

SINCE THEN, HE'S DISAPPEARED FROM SIGHT.

HE LED THE MOST EFFECTIVE INCARNATION OF THE MASTERS OF EVIL IS THAT WHAT HE'S UP TO -- PUTTING ANOTHER SQUAD TOGETHER?



COULD BE, SIR.

THERE'VE BEEN **TWO BREAK-OUTS** AT THE VAULT, AND ENOUGH **OTHER** SUPER VILLAINS ON THE LOOSE THAT HE'D HAVE **PLENTY** TO PICK FROM.

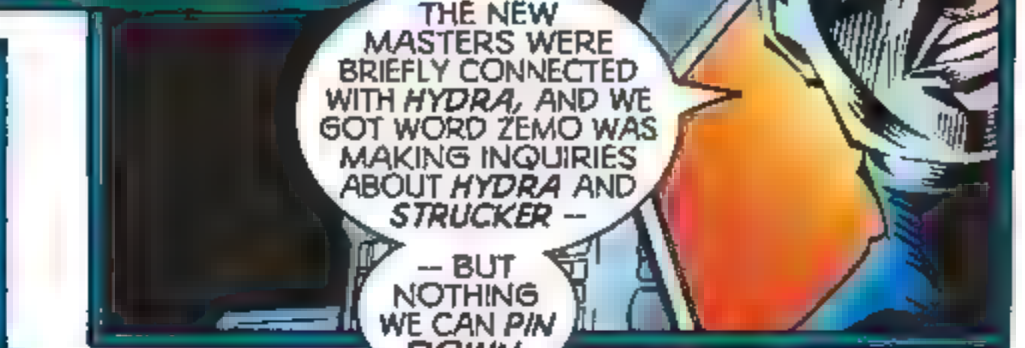
BUT WE DON'T KNOW. THERE'S A NEW GROUP OF MASTERS ACTIVE, BUT ZEMO'S NOT INVOLVED -- OR DOESN'T SEEM TO BE, ANYWAY.



WELL, PIN SOMETHING DOWN, SAYER. IF THERE'S ONE THING WORSE THAN ZEMO ON THE LOOSE AND KICKING UP A **RUCKUS** --

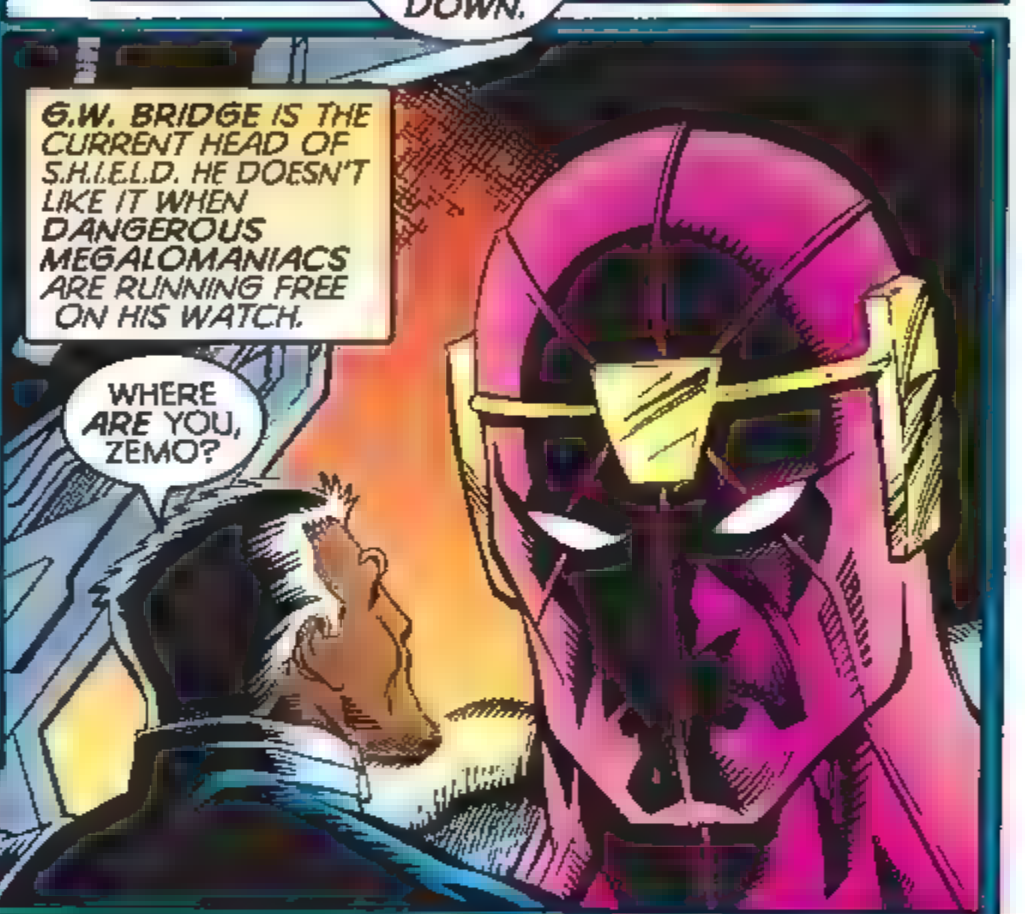
-- IT'S ZEMO ON THE LOOSE AND STAYING **QUIET**. UNDERSTAND?

Uh, **YESSIR**, Mr. BRIDGE. WE'LL **REDOUBLE** OUR EFFORTS.



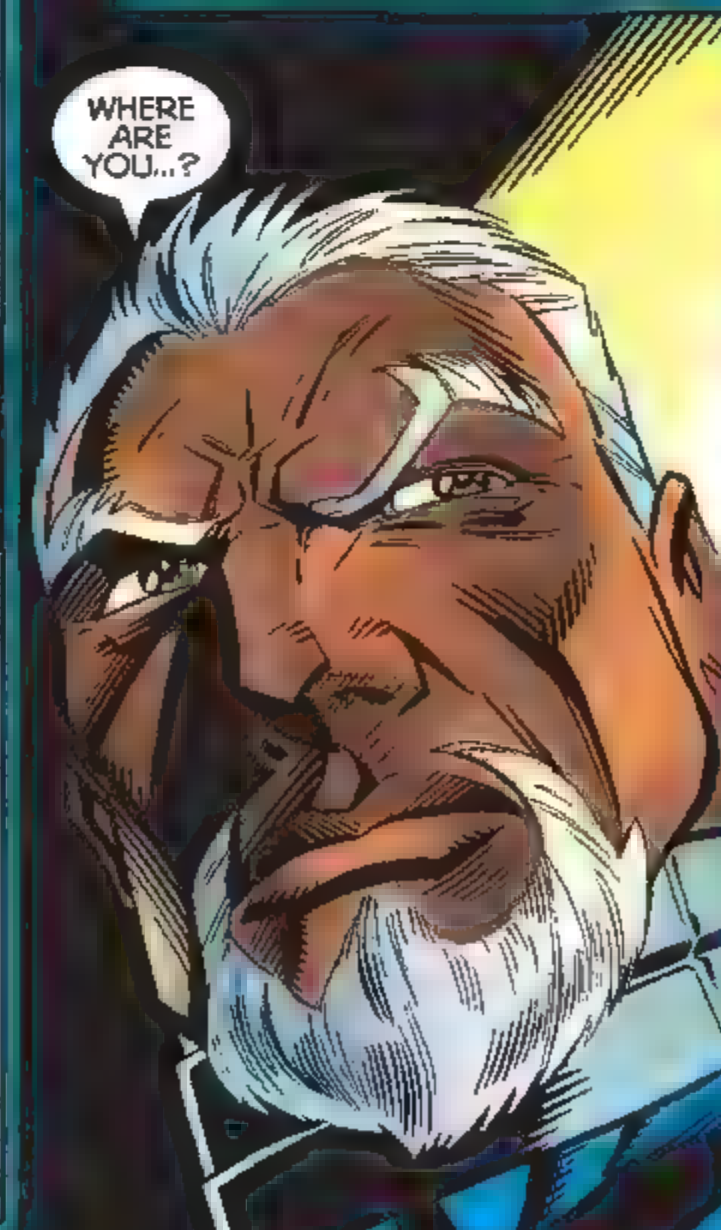
THE NEW MASTERS WERE BRIEFLY CONNECTED WITH **HYDRA**, AND WE GOT WORD ZEMO WAS MAKING INQUIRIES ABOUT **HYDRA** AND **STRUCKER** --

-- BUT NOTHING WE CAN PIN DOWN.



G.W. BRIDGE IS THE CURRENT HEAD OF **S.H.I.E.L.D.** HE DOESN'T LIKE IT WHEN **DANGEROUS** MEGALOMANIACS ARE RUNNING FREE ON HIS WATCH.

WHERE ARE YOU, ZEMO?



WHERE ARE YOU...?



HE'D LIKE IT EVEN LESS IF HE KNEW THAT ZEMO -- AND THE MASTERS OF EVIL -- WERE AS CLOSE AS **FOUR FREEDOMS PLAZA** --

WELL, THAT'S ODD.

-- HEADQUARTERS OF THE **THUNDERBOLTS**, THE SUPER-TEAM THAT'S TAKEN THE PLACE OF THE **AVENGERS** IN MUCH OF THE WORLD'S HEARTS.

Stan Lee

UNSTABLE ELEMENTS!

MARK DAGLEY

VINCE RUSSELL

JOE RUSSO

CONCEPT ART
DAVE D'ARNO/DC

TIM BREVORT
ALAN

BOB FALCON

BECAUSE THE THUNDERBOLTS ARE THE MASTERS OF EVIL -- POSING AS SUPER HEROES TO LULL THE WORLD INTO A FALSE SENSE OF SECURITY --

-- AWAITING THE IDEAL MOMENT TO REVEAL THEIR TRUE COLORS AND STRIKE.

AT THE MOMENT, HOWEVER, THEIR ATTENTION IS NOT ON FURTHERING MASQUERADE --

NOTHING'S WRONG WITH YOU, ATLAS. IT'S JUST, WELL --

-- SEE FOR YOURSELF!



— BUT ON DISCOVERING THE REASON FOR THE RECENT CHANGES IN ATLAS'S POWERS.

Aw, C'MON, TECH -- YOU KNOW I CAN'T MAKE HEADS OR TAILS OF THAT STUFF. EXPLAIN IT TO ME IN WORDS OF ONE SYLLABLE, OKAY?

IF YOU INSIST, USED TO BE, YOUR STRENGTH AND INVULNERABILITY CAME FROM THE IONIC PROCESS YOU WERE SUBJECTED TO --

— AND YOUR GROWTH POWERS WERE FUELED BY PYM PARTICLES, JUST LIKE GIANT-MAN. BUT NOT ANY MORE.

WAY WAAAAAY BACK in Avengers #21 — Tom

THE PYM PARTICLES HAVE BEEN FLUSHED FROM YOUR BODY SOMEHOW -- PROBABLY WHILE WE WERE FREEING YOU FROM THAT 'KOSMOS' PLACE --

— AND YOUR GROWTH IS NOW ENTIRELY CAUSED BY THE IONIC TRANSFORMATION.

Huh. THAT MUST BE WHY I'M NOT SUPER-STRONG AT NORMAL HEIGHT ANY MORE -- I JUST GET TOUGHER N' STRONGER AS I GET BIGGER.

— BUT THE CELLS THEMSELVES LOOK PRACTICALLY HUMAN AGAIN, NOT THE IONIC FURNACES THEY USED TO BE.

HUMAN AGAIN? WELL, THAT'S KINDA COOL. DOES THAT MEAN I COULD... MAYBE HAVE KIDS SOMEDAY, OR LIKE THAT?

KIDS? YOUR RELATIONSHIP WITH DALLAS RIORDAN GOING THAT WELL, EH?

HEY, I'M JUST ASKING...

HELMUT ZEMO, IN HIS GUISE AS CITIZEN V, WATCHES HIS MOOD SOUR. METEORITE WAS RIGHT, IT SEEMS --

— HIS MEN ARE ENJOYING THEIR ROLES TOO MUCH, ENJOYING THEIR PUBLIC APPROVAL, AND IT'S SOFTENING THEM -- MAKING THEM MORE HUMAN.

BUT THAT'S NOT ALL, THE IONIC ENERGY ITSELF HAS RETREATED, AS WELL -- IT'S STILL THERE, IN YOUR CELLS --

AND HUMANS ARE THE LAST THING HE NEEDS. HE NEEDS SOLDIERS. SUPER-VILLAINS. WEAPONS.

HE CLICKS HIS TONGUE IN IRRITATION --

-- TO ANOTHER PART OF HIS HEADQUARTERS.

I DON'T BELIEVE IT, MELISSA -- LOOK AT ALL THIS MAIL! IT'S FAN MAIL -- FOR US! FOR US!

AND IT'S STILL COMING IN -- MR. LUMPKIN SAID IT LOOKED LIKE WE'D HAVE EVEN MORE TOMORROW!

WHO'D'A THUNK IT? HERE, LISTEN TO THIS ONE!

"DEAR SONGBIRD: YOU'RE SO BEAUTIFUL, YOU MAKE MY KNEES WEAK. COULD I HAVE YOUR AUTOGRAPH -- OR MAYBE EVEN BUY YOU DINNER?"

SORRY, PAL, BUT SHE'S TAKEN.

YOU BETTER BELIEVE IT, ABE. BUT HERE'S ONE FOR YOU.

"DEAR MACH-1: WE'D LIKE TO INQUIRE ABOUT YOUR AVAILABILITY FOR PRODUCT ENDORSEMENTS..."

OH, MAN!

-- AND HIS FINGERS DANCE ON THE KEYBOARD, CHANGING THE VIEW ON HIS SCREEN FROM THE MEDI-LAB --

IT'S DISGUSTING, HE THINKS. ONLY MONTHS AGO, THEY WERE BRUTAL, CALLOUS CAREER CRIMINALS.

AND NOW LOOK AT THEM.

AT LEAST METEORITE HASN'T SOFTENED, HE'S SURE OF THAT. SHE MAY BE TREACHEROUS --

-- BUT SHE'S DEPENDABLE.

HE'LL JUST CHECK IN ON HER...

"PHANTOM OF THE OPERA," EH? I'VE ALWAYS BEEN MORE OF A SONDHEIM FAN, MYSELF...

NOT ME. HIS STUFF'S TOO FIDDLY, TOO COMPLICATED, AND IT'S LIKE HE'S ALWAYS SNEERING AT PEOPLE, SHOWING HOW MUCH SMARTER HE IS, YOU KNOW?

I SUPPOSE.

Um, YOU DON'T THINK IT'S DUMB, OR ANYTHING -- PUTTING UP POSTERS IN HERE? I MEAN IT IS KIND OF A KID THING TO DO...

AND THAT'S IMPORTANT TO YOU, IS IT?

WELL... YEAH. I KNOW THIS SOUNDS STUPID, BUT --

-- WELL, YOU GUYS HAVE BEEN SO NICE TO ME, TAKING ME IN LIKE THIS...

...AND -- WELL, IT KINDA FEELS LIKE --

IT FEELS LIKE HOME, LIKE FAMILY, RIGHT? THERE'S NOTHING STUPID ABOUT THAT, HONEY. IT'S PERFECTLY NATURAL.

AND I'M ENORMOUSLY FLATTERED, THAT YOU COULD THINK OF ME AS, IN SOME SMALL WAY, A REPLACEMENT FOR WHAT YOU'VE LOST --

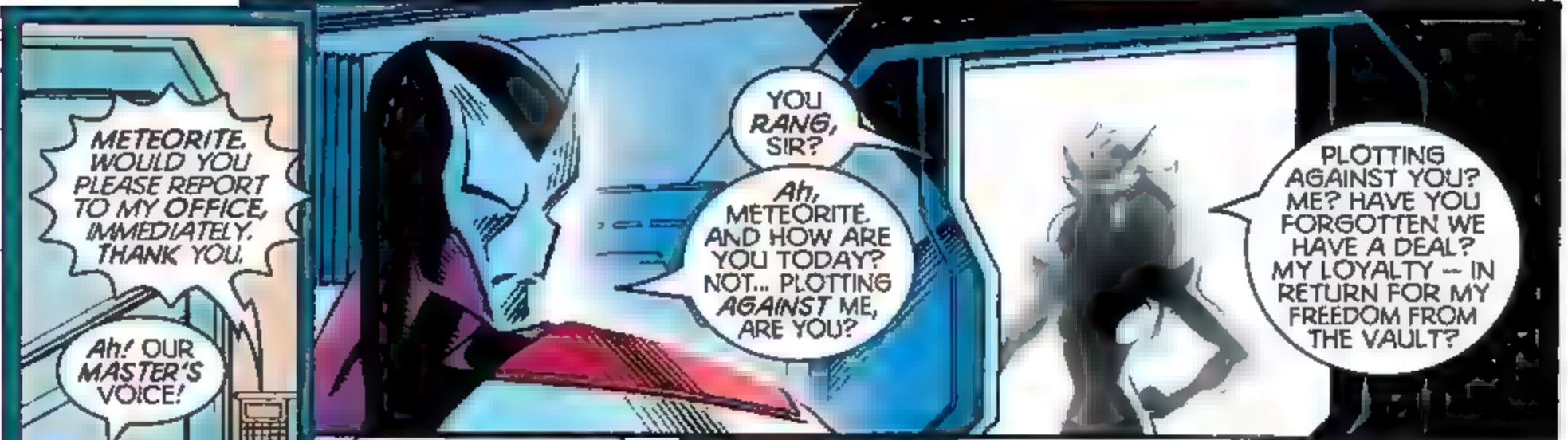
-- WELL, I JUST WANT YOU TO KNOW THAT I -- I NEVER HAD A DAUGHTER, BUT IF I'D, I'D WANT HER TO BE JUST LIKE YOU...

REALLY, KARLA? YOU MEAN THAT?

WELL, YOU ARE A KID, HALLIE. AND IT IS YOUR ROOM. IT REALLY BRIGHTENS THE PLACE UP, DOESN'T IT?

I JUST THOUGHT... IT'D MAKE IT SEEM A LITTLE MORE HOMEY.

REALLY, HALLIE. I MEAN IT.



METEORITE, WOULD YOU PLEASE REPORT TO MY OFFICE, IMMEDIATELY. THANK YOU.

Ah! OUR MASTER'S VOICE!

YOU RANG, SIR?

Ah, METEORITE, AND HOW ARE YOU TODAY? NOT... PLOTTING AGAINST ME, ARE YOU?

PLOTTING AGAINST YOU? ME? HAVE YOU FORGOTTEN WE HAVE A DEAL? MY LOYALTY -- IN RETURN FOR MY FREEDOM FROM THE VAULT?

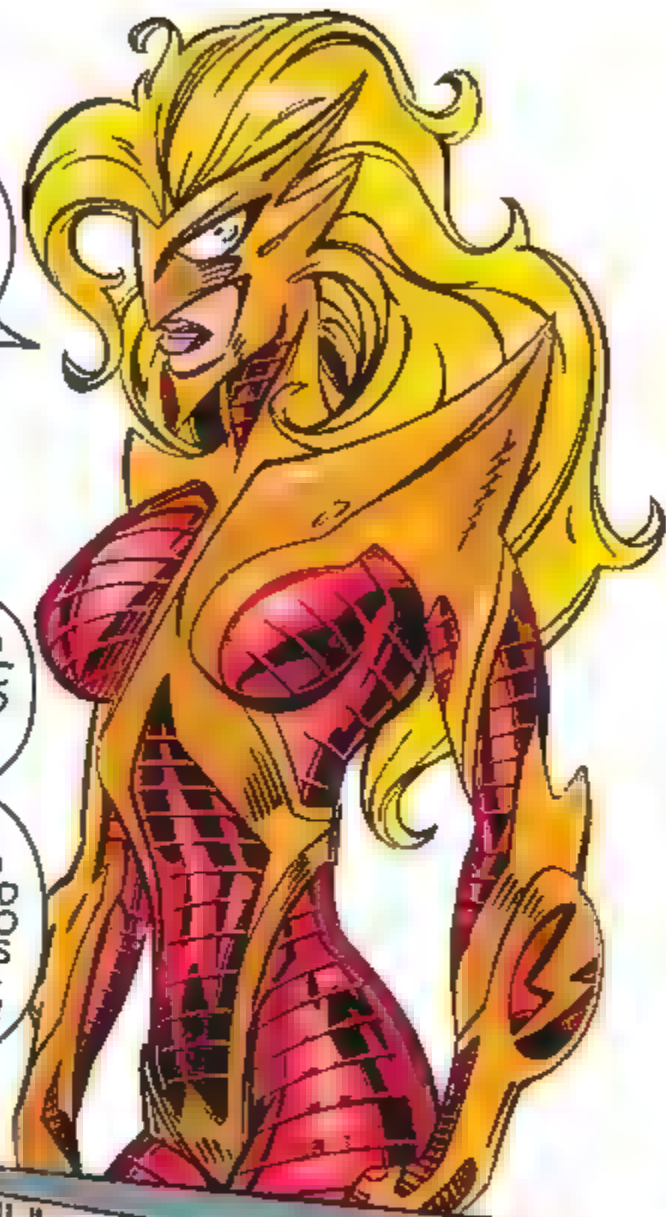


HA!

A DEAL, YES. BUT ONE YOU AGREED TO EASILY, AND WITHOUT VIABLE ALTERNATIVES. THAT, I FEAR, COULD COLOR YOUR... OBSERVANCE OF IT.

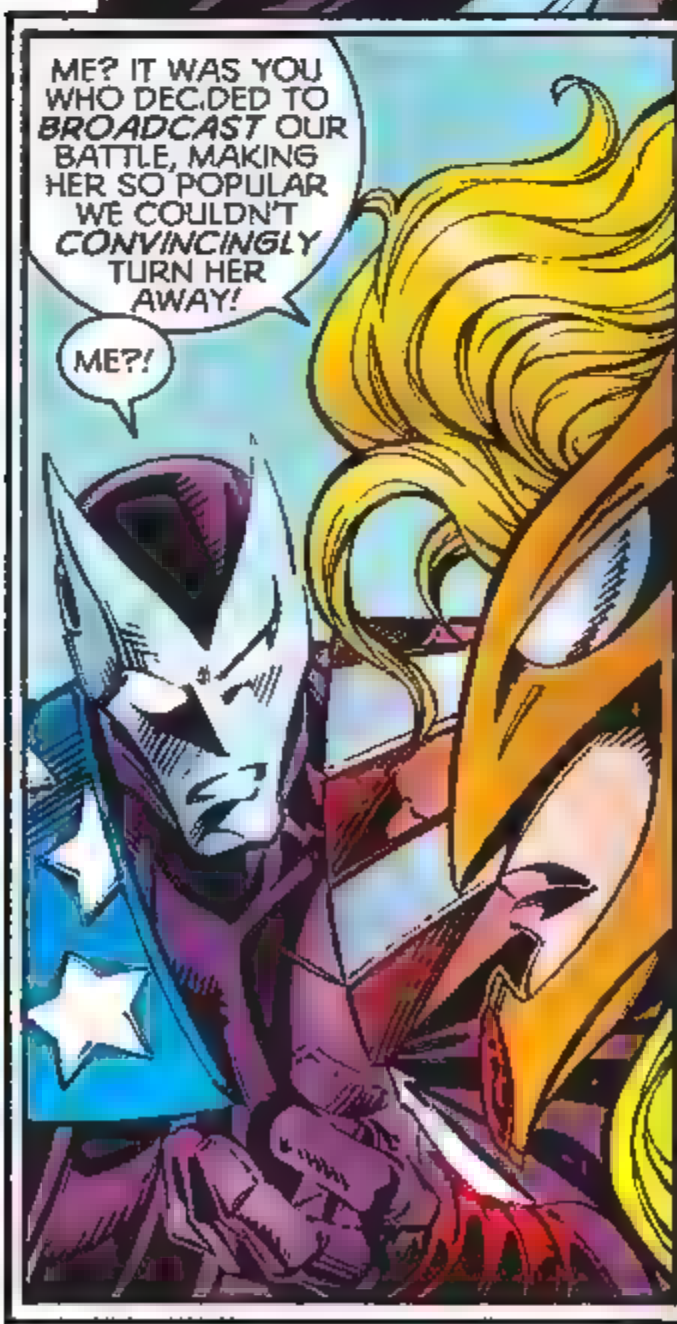
DON'T THINK I HAVEN'T NOTICED HOW YOU'VE **CHEERED** MACH-1 AND SONGBIRD'S AFFAIR ON -- OR **ATLAS**'S WITH THAT RIORDAN WOMAN.

YOU **DID** GIVE ME THE RESPONSIBILITY OF KEEPING THE TEAM **FUNCTIONING** AND **CONVINCING** IN THEIR ROLES.



FUNCTIONING, YES. ADDLEPATED WITH **ROMANTIC THOUGHTS** AND DREAMS OF FAMILY, NO.

AND **SPEAKING** OF WHICH, IT WAS YOU WHO TALKED ME INTO BRINGING THAT WRETCHED LITTLE **FOUNDLING** ONTO THE TEAM, FORCING US TO CONTINUE THE **ROLE-PLAYING TWENTY-FOUR HOURS A DAY**.



ME? IT WAS YOU WHO DECIDED TO **BROADCAST** OUR BATTLE, MAKING HER SO POPULAR WE COULDN'T **CONVINCINGLY** TURN HER AWAY!

ME?!



I'VE BEEN PERFORMING MY DUTIES AS BEST I CAN, BARON -- AND THEY REQUIRE **CONSIDERABLE** IMPROVISATION.

I'VE BEEN DEALING WITH THE **REPERCUSSIONS** OF OUR PUBLIC ACTS --

AND DEALING WITH THEM **ADMIRABLY**, MY DEAR DR. SOFEN.

AND PERHAPS I'M **WRONG** TO SUSPECT YOU — BUT IT DOES SEEM YOU'RE EXPENDING A **GREAT DEAL** OF EFFORT OVER A **MINOR** INCONVENIENCE.

PERHAPS WE CAN **EASE** YOUR LOAD AND PROVE YOUR **LOYALTY**, IN ONE **STROKE** —

-- BY HAVING YOU ARRANGE A **FATAL ACCIDENT** FOR OUR POOR FLEDGLING **SUPER HEROINE**..

NOT **CONCEPTUALLY**, OF COURSE, BUT IT COULD DAMAGE OUR **REPUTATION**, MAKE US SEEM **INCOMPETENT** --

-- IF WE ADD AN **ADORABLE AND TELEGENIC** TEENAGER TO THE TEAM --

-- AND THEN PROVE **INCAPABLE** OF **PROTECTING** HER.

WELL, I'M SURE YOU'LL THINK OF **SOME-THING**. AFTER ALL, YOU'RE QUITE.. **INVENTIVE**, AREN'T YOU?

IN THE MEANTIME, WE MUST RESTORE **DISCIPLINE** TO THE TEAM --

FIRST, I THINK, AN **ACCELERATED TRAINING SCHEDULE**, TO TAKE THEIR MINDS OFF OF THEIR **DISTRACTIONS** --

-- AND THEN, PERHAPS, A FORAY OR TWO UNDER THEIR **TRUE IDENTITIES**, TO REMIND THEM OF WHO THEY **ARE**.

SO, YOU'VE DECIDED YOU WERE **WRONG**, THEN --

-- WHEN YOU LECTURED MACH-1 ABOUT THE **UNNECESSARY RISKS** OF DOING ANYTHING **CRIMINAL** DURING OUR **IMPOSTURE**?..

WRONG? HARDLY, THAT WAS AN **ENTIRELY** DIFFERENT --

KILL HER?

DO YOU HAVE A **PROBLEM** WITH THAT, DOCTOR?

**BREE
PEEP
BREE
PEEP**

RIORDAN TO T-BOLTS! RIORDAN TO T-BOLTS! WE HAVE AN **EMERGENCY!**

WELL, WELL, THE MAYOR'S OFFICE, I WONDER --

"... WHAT DO THEY
NEED FROM US
TODAY?"

HEYA,
DALLAS.
LOOKIN'
GOOD!

THANKS,
ATLAS -- BUT WE'VE
GOT NO TIME FOR
PLEASANTRIES.

WE'VE GOT
A... SITUATION.

"THIS MORNING, NEAR
THE ENTRANCE TO THE
VERRAZANO NARROWS,
THE DUTCH FREIGHTER
ZANDVOORT SANK.
NO LIVES WERE LOST --

"-- BUT IT'LL DISRUPT
SHIPPING FOR DAYS,
MAYBE WEEKS, AND
COST MILLIONS TO
SALVAGE."

Uh, TOO
BAD FOR THE
ZANDVOORT, I
GUESS -- BUT
WHAT DOES THIS
HAVE TO DO
WITH US?

Shh,
TECHNO!
SHE'LL GET
TO THAT!

THANKS,
ATLAS. PRELIMINARY
INVESTIGATION
INDICATES THE SHIP
DIDN'T SIMPLY SPRING
A LEAK -- IT WAS
TORN OPEN
FROM BELOW!

AND SOME
OF THE RESCUED
CREWMEN REPORT
SEEING GLOWING
EYES -- EYES AND
DISTORTED,
INHUMAN
SHAPES --

AND NOW,
THE CITY'S GOTTEN
A THREAT -- A
STATEMENT THAT
THE SINKING WAS
DELIBERATE, AND
THAT WHOEVER
DID IT IT WILL
STRIKE
AGAIN --

-- AT
MADISON
SQUARE GARDEN
AND LA GUARDIA
AIRPORT.

-- IN THE
DARKNESS
OF THE LOWER
HOLDS AFTER
THE SHIP
STARTED TO
SINK.

I CALLED IMMEDIATELY AFTER GETTING THE WARNING -- AND THE ATTACKS COULD HAPPEN AT ANY MOMENT!

SAY NO MORE, Ms. RIORDAN --

-- THE THUNDERBOLTS WILL SAFEGUARD YOUR CITY AND BRING DOWN WHOMEVER'S BEEN FOOLISH ENOUGH TO THREATEN IT!

WE'LL HAVE TO SPLIT INTO TWO TEAMS. LET ME SEE..

Ah, I HAVE IT.

MACH-1 TECHNO, METEORITE, GET TO THE AIRPORT, AS QUICKLY AS YOU CAN --

-- JOLT, ATLAS AND SONGBIRD WILL ACCOMPANY ME.

WHAT?! BUT -- SONGBIRD AND I WE'RE A TEAM! YOU CAN'T JUST --

MACH-1, I'VE MADE MY DECISION.

BUT --

IT'S ALL RIGHT, ABE. I'LL BE OKAY. I'M READY.

FINE. IF MY ORDERS ARE THROUGH BEING QUESTIONED...

THUNDERBOLTS -- MOVE!



MADISON SQUARE GARDEN, MINUTES LATER...

DON'T SEE ANYTHING OUT OF THE ORDINARY --

-- I GUESS WE GOT HERE BEFORE THE BAD GUYS -- WHO-EVER THEY ARE!

BUT AT THAT MOMENT --

AAAAAAA

SCREAMS! WHO --?

OUR DOING HUMAN! YOU MAY CALL US --

THE ELEMENTS OF DOOM!

I AM PHOSPHORUS -- AND WITH ME ARE SCANDIUM, BARIUM, COBALT AND HAFNIUM! BUT THAT IS NOT IMPORTANT! ALL THAT MATTERS --

THE ELEMENTS -- OF --?

-- IS THAT YOU DIE!

I THINK NOT, PHOSPHORUS!

ZZAKK

THUNDERBOLTS -- THE SCREAMS CAME FROM *INSIDE*! WE MUST GET PAST THESE FOOLS -- AND *SWIFTLY*!

BELIEVE ME, BOSS -- IT'LL BE A PLEASURE! YOU GOT PHOSPHORUS --

-- I GOT COBALT!

AND I'VE GOT SCANDIUM AND BARIUM!

KROOOM

SONGBIRD SCREAMS -- AND HER REBUILT VOCAL CORDS AMPLIFY THE SONIC ENERGY, FEED IT THROUGH HER CARAPACE -- AND TRANSFORM IT --

-- INTO SOLID SOUND!

WHIRRAM

THAT LEAVES YOU FOR HAFNIUM, SMALL HUMAN -- A BATTLE YOU ARE MOST UNEQUAL TO! FOR HAFNIUM READILY EMITS ELECTRONS --

UHH!

ELSEWHERE...

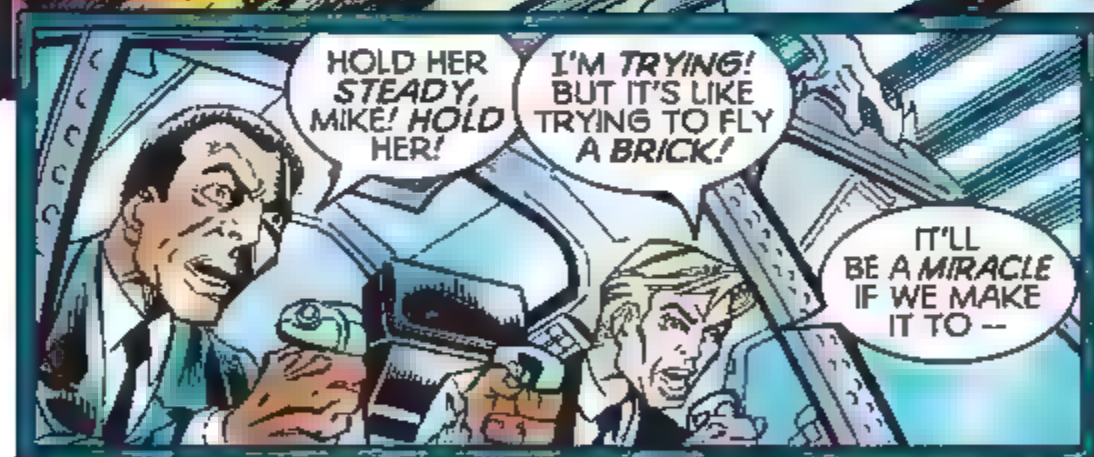
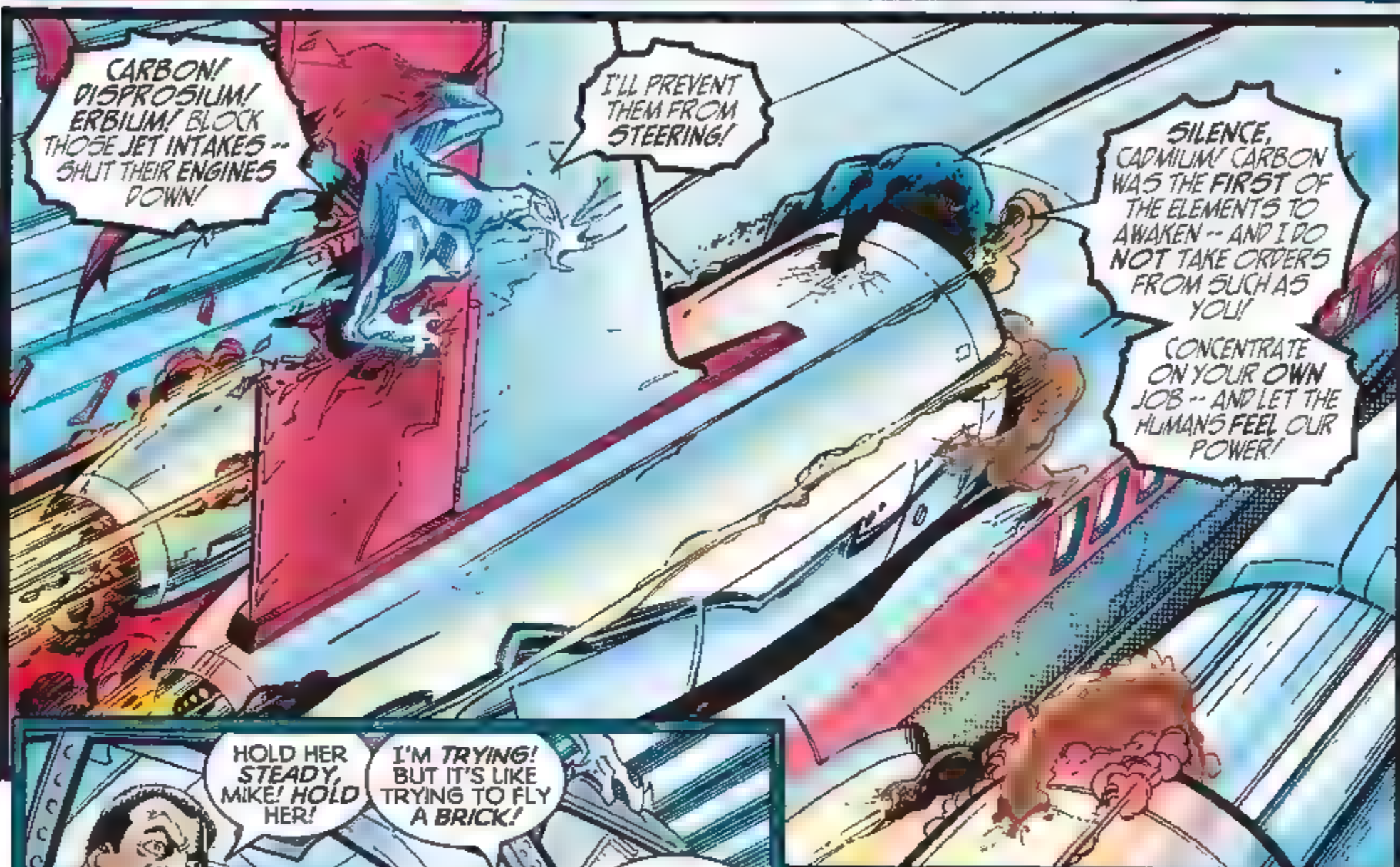
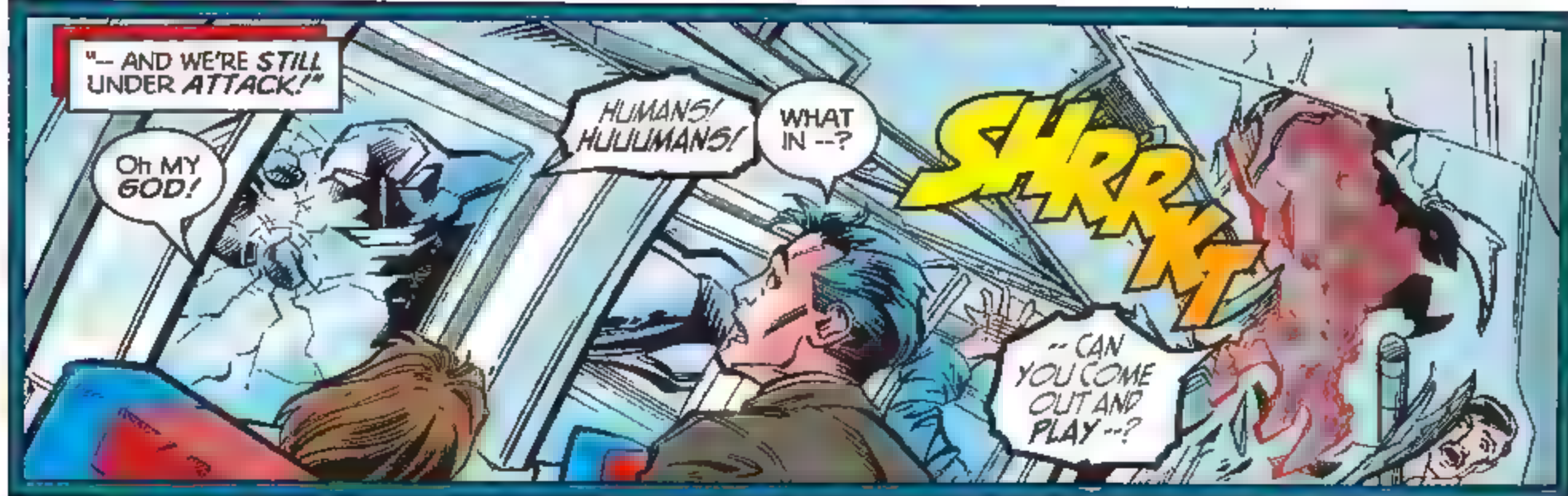
-- OR HAD YOU NOTICED?!

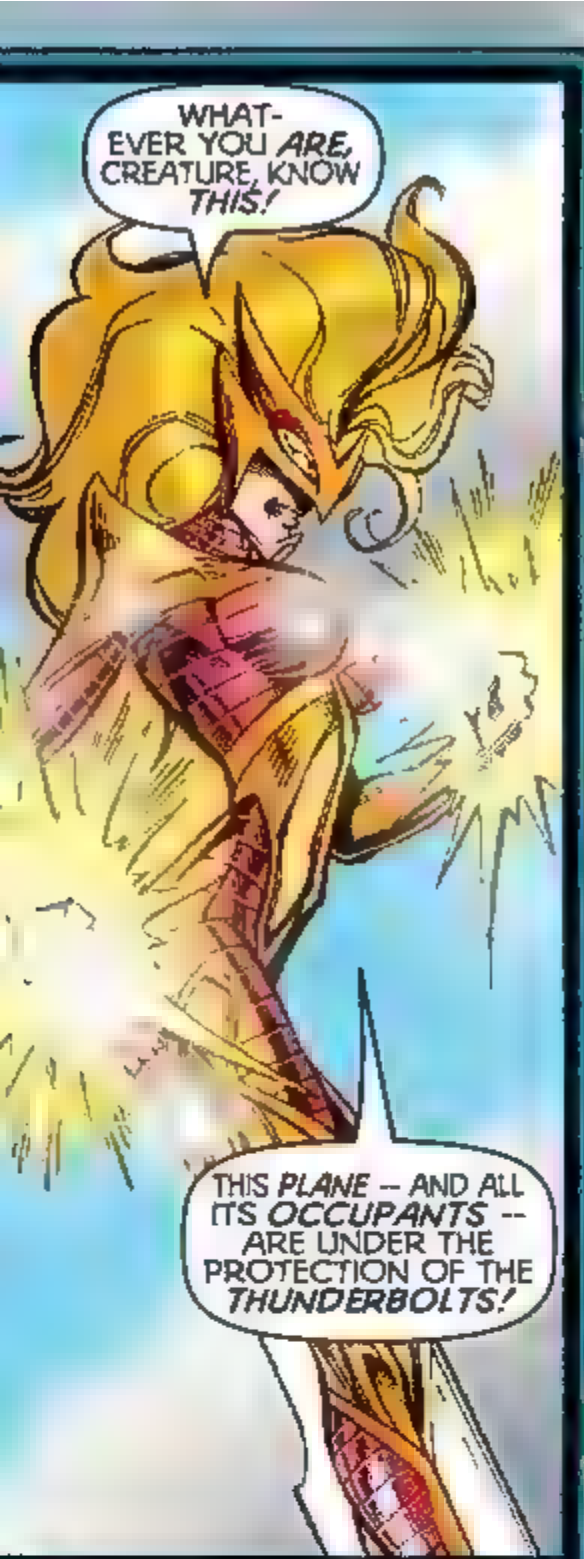
AWP! I'LL TAKE YOUR WORD FOR IT, HAF --

-- AT LEAST UNTIL I GET A CHANCE TO SEE IF YOU CAN TAKE WHAT YOU DISH OUT!

LA GUARDIA TOWER, LA GUARDIA TOWER, THIS IS OCEANIC 717, REQUESTING CLEARANCE FOR EMERGENCY LANDING.

WE HAVE INJURED ABOARD, WE'VE LOST ONE ENGINE --





WHAT-
EVER YOU ARE,
CREATURE, KNOW
THIS!

THIS PLANE -- AND ALL
ITS OCCUPANTS --
ARE UNDER THE
PROTECTION OF THE
THUNDERBOLTS!

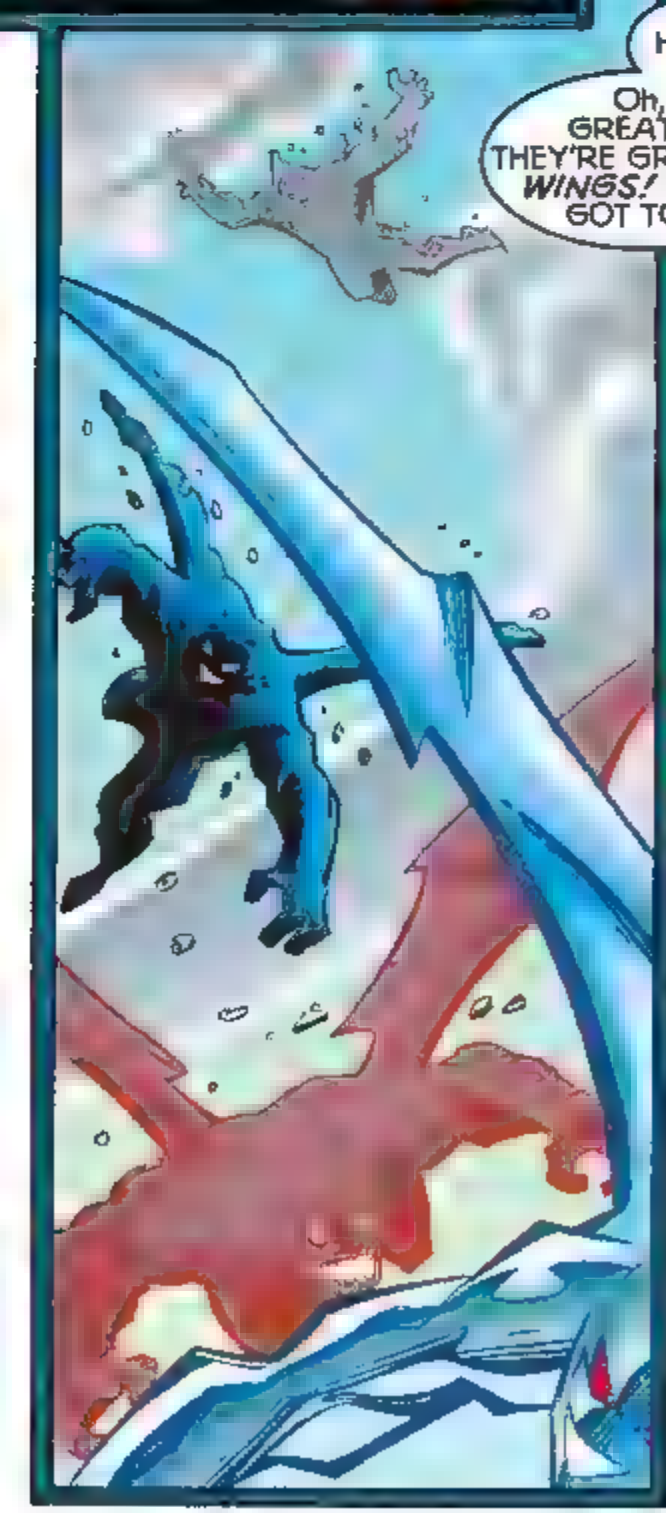


WAY
TO TELL 'EM,
METEORITE!
THAT
GOES FOR
YOU TOO,
FELLAS! STEP
AWAY FROM
THE VEHICLE,
PLEASE, AND
PUT YOUR
HANDS --

-- Oh, OOPS! NO
PARACHUTES!

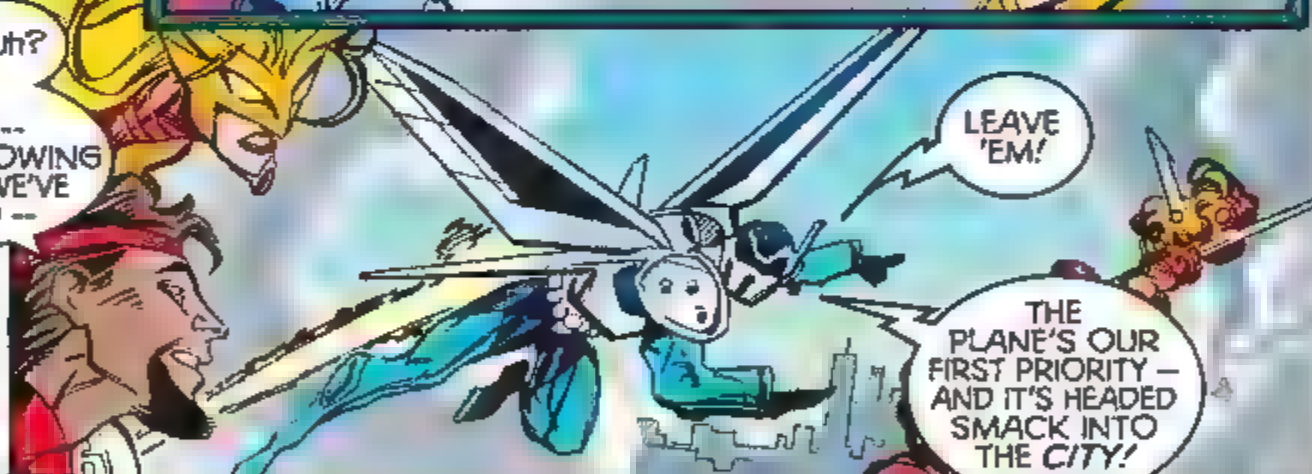
AH WELL.
DON'T MIND THE
FALL, GUYS -- IT'S
THE SUDDEN STOP
AT THE END YOU
NEED TO WORRY
AB--

TECHNO!
LOOK!



Huh?

Oh,
GREAT --
THEY'RE GROWING
WINGS! WE'VE
GOT TO --



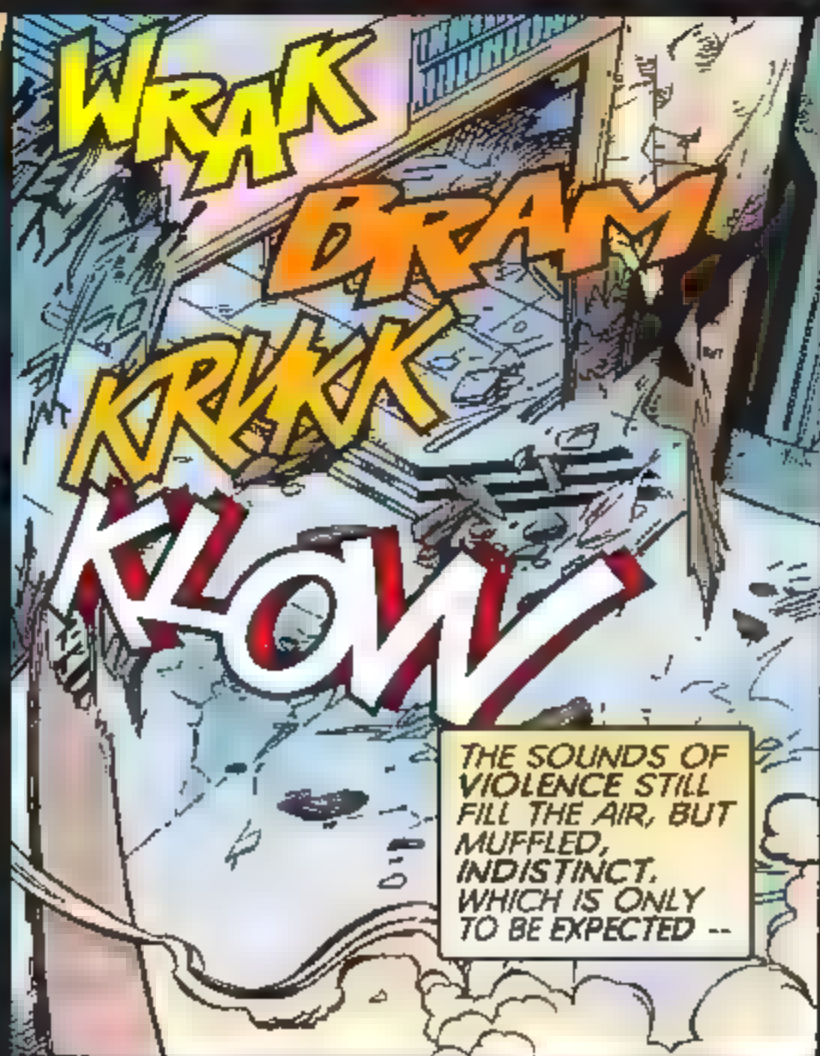
LEAVE
'EM!

THE
PLANE'S OUR
FIRST PRIORITY --
AND IT'S HEADED
SMACK INTO
THE CITY!



MEANWHILE, AT MADISON
SQUARE GARDEN, THE
PLAZA OUTSIDE THE
COMPLEX IS EMPTY --

BUT THE BATTLE IS
FAR FROM OVER.



THE SOUNDS OF
VIOLENCE STILL
FILL THE AIR, BUT
MUFFLED,
INDISTINCT,
WHICH IS ONLY
TO BE EXPECTED --

-- SINCE THE THUNDERBOLTS
HAVE DRIVEN THE ELEMENTS
BACK -- INTO THE BUILDING
ITSELF --

GOT
IT -- I'VE
GOT IT!
I
REMEMBER
WHERE I KNOW
THESE GUYS
FROM!

KRAM

ELEMENT THIS
ZIRCONIUM!

WELL?
OUT WITH IT,
CHILD -- WHO
ARE THEY?

THE FALCON TALKED ABOUT
THEM IN AN INTERVIEW HE DID
IN JET -- ABOUT HIS TIME
AS AN AVENGER!

THEY WERE CREATED
IN SOME RUSSIAN
NUCLEAR EXPERIMENT --
AND THEORETICALLY, THERE'S
ONE OF 'EM FOR EVERY
ELEMENT KNOWN
TO MAN!

IN AVENGERS
#188 Tom

AVENGERS
FOES, hm?

THEY'RE PATHETIC,
PHOSPHOROUS.
AREN'T THEY?

JUST
AS WE'LL GLADLY
TELL YOU THAT OUR
BROTHER ELEMENTS
ARE EVEN NOW KILLING
THOSE WITHIN THE
AMPHITHEATER!

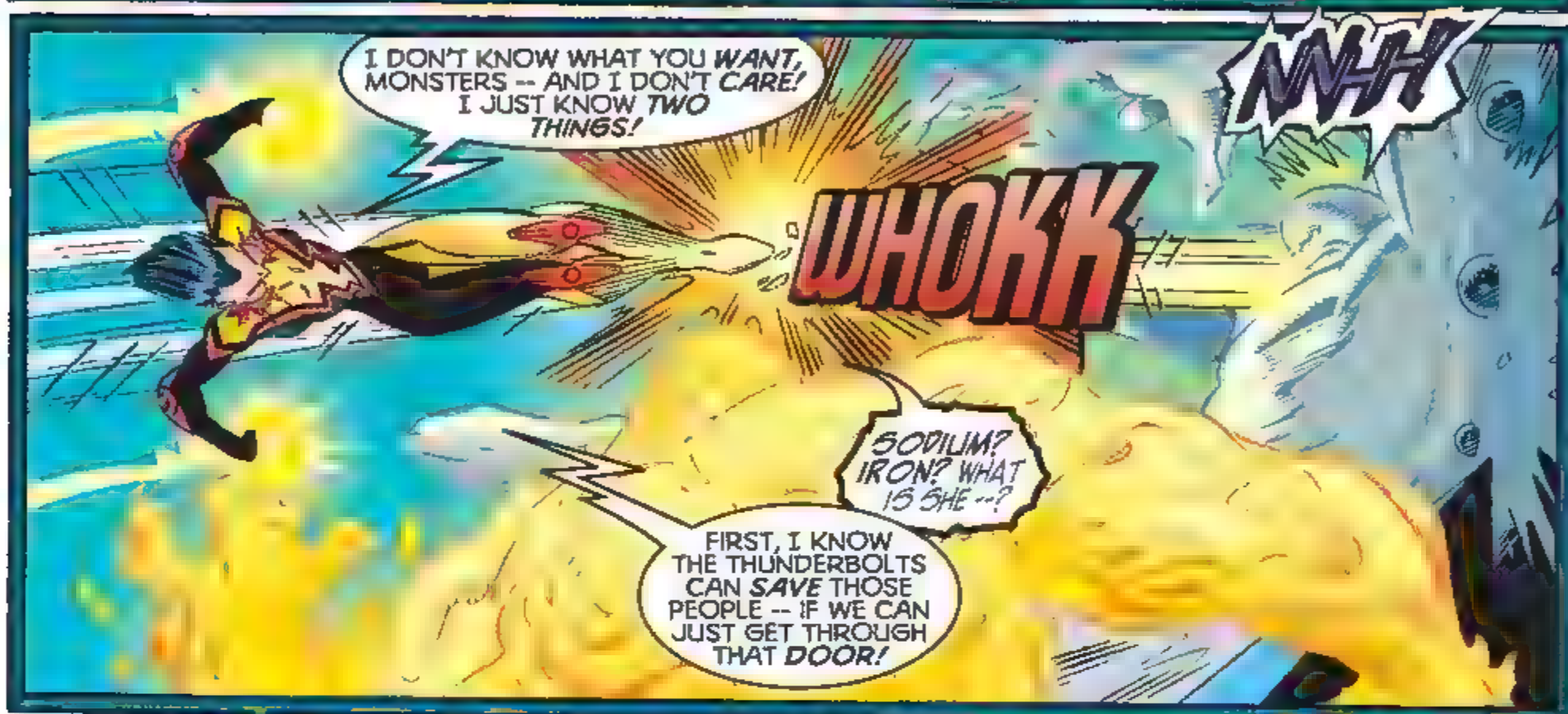
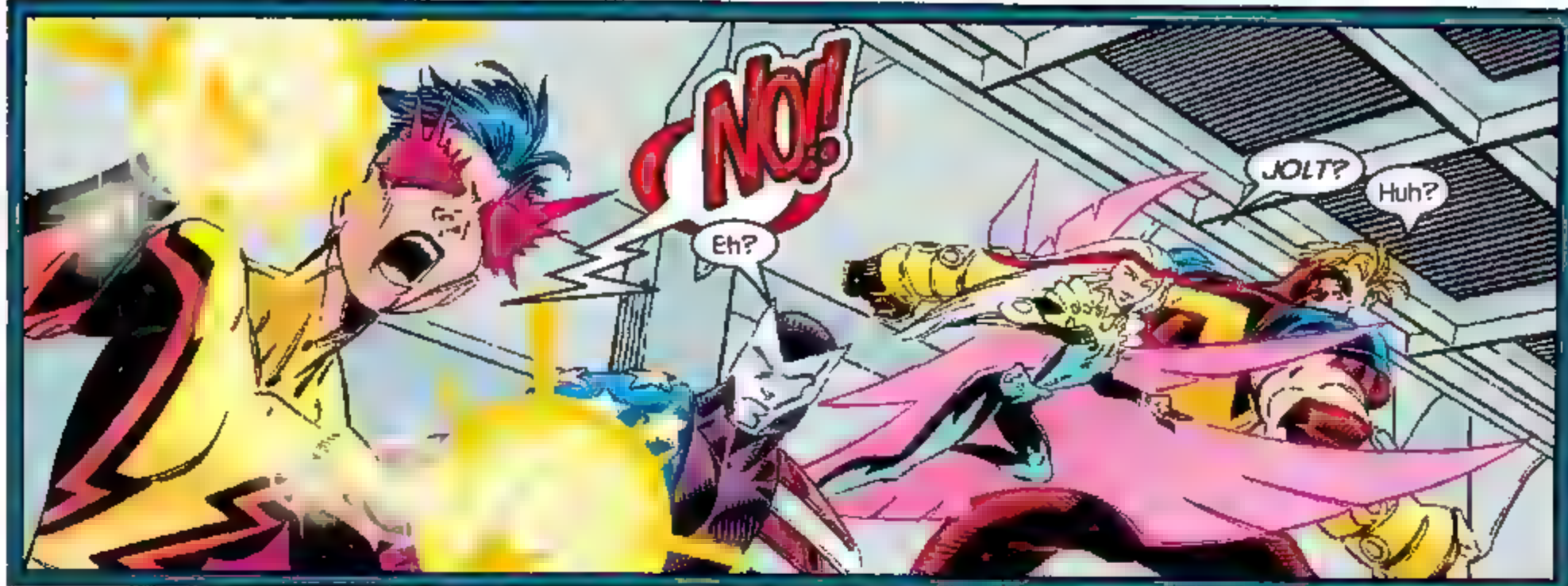
AND
YOU CAN DO
NOTHING ABOUT
IT -- NOT WHILE IRON
BLOCKS THE WAY!

INDEED
THEY ARE,
SODIUM! WE
HAVE NO REASON
TO HIDE OUR
ORIGINS,
HUMAN --
-- ALL YOU
NEEDED TO DO
WAS ASK
US!

THEY
WILL ALL DIE,
HUMANS --
ALL
OF THEM!

AND THEN, UNLESS
YOUR UNITED
NATIONS
ACCEDES TO OUR
DEMANDS --

-- WE'LL
KILL STILL
MORE!



EFFECTIVE, JOLT — BUT NOT REALLY CALLED FOR. ATLAS COULD HAVE --

SORRY, CITIZEN V — MAYBE I OVER-REACTED.

IT'S JUST -- I KNOW WHAT IT'S LIKE TO BE A PRISONER, TO FEEL LIKE YOU'LL NEVER --

Oh, MY GOD.

LOOK AT THEM!

YES, HUMAN -- LOOK AT THEM! ADMIRE OUR WORK! THESE BEINGS HAVE ALMOST BREATHED THEIR LAST, THANKS TO THE POISONOUS AMONG US --

-- AND SOON YOU SHALL JOIN THEM! CHLORINE, THALLIUM, ARSENIC --

"-- INCLUDE THE NEWCOMERS IN THE NEXT GROUP TO FALL!"

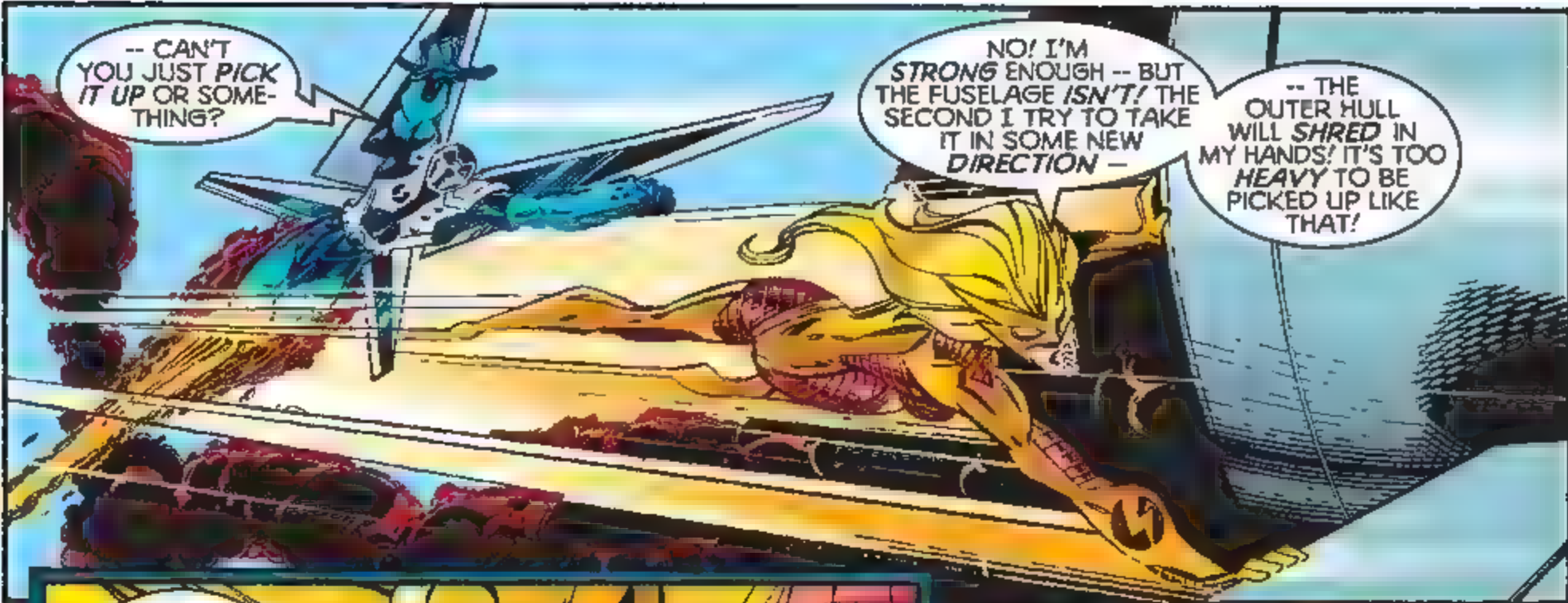
DELIGHTED, NOBELIUM. SIMPLY DELIGHTED!

ALL -- ALL THOSE PEOPLE! AND THOSE -- THINGS!
IT WAS ONE THING FIGHTING THE WRECKING CREW -- EVEN ZOLA'S MUTATES! BUT THIS, THIS -- HOW DO WE STOP THEM?

HOW DO WE SAVE ALL THESE PEOPLE? Oh, I WISH --

"-- I WISH MACH-1 WERE HERE!"

WE ARE NOT GOING TO LOSE THIS PLANE! COME ON, METEORITE --



-- CAN'T YOU JUST PICK IT UP OR SOMETHING?

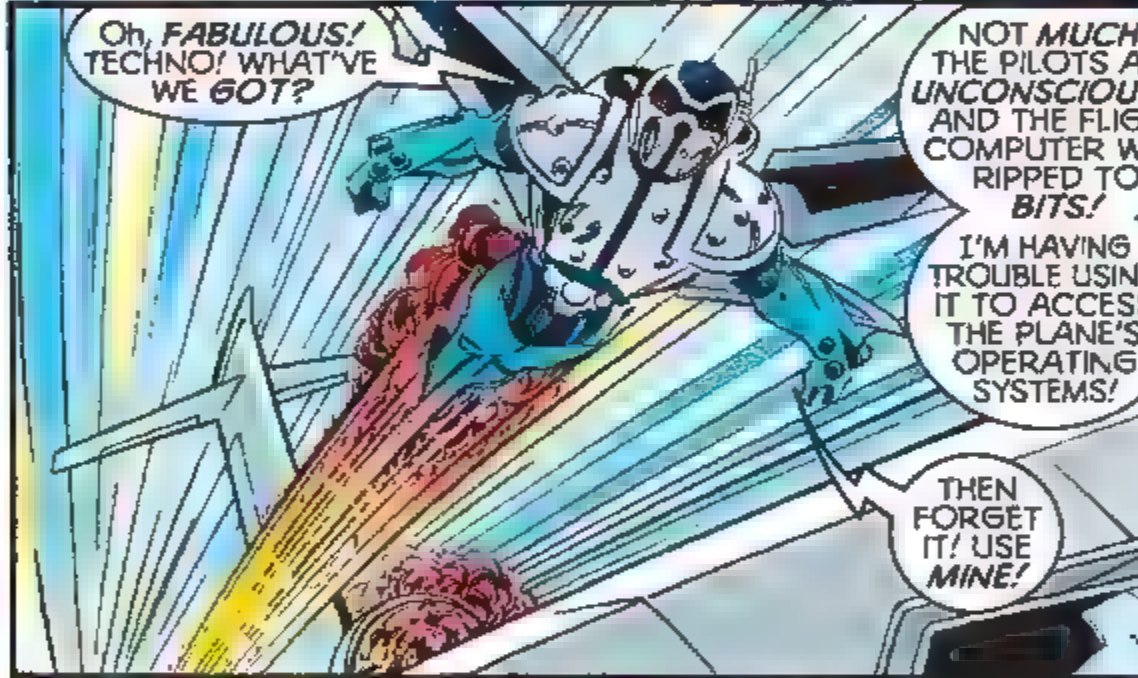
NO! I'M STRONG ENOUGH -- BUT THE FUSELAGE *ISN'T*! THE SECOND I TRY TO TAKE IT IN SOME NEW DIRECTION --

-- THE OUTER HULL WILL *SHRED* IN MY HANDS! IT'S TOO HEAVY TO BE PICKED UP LIKE THAT!



I CAN KEEP IT MOVING, THOUGH -- KEEP GENERATING THRUST AND LIFT!

BUT IT'S UP TO YOU AND TECHNO TO LAND IT!

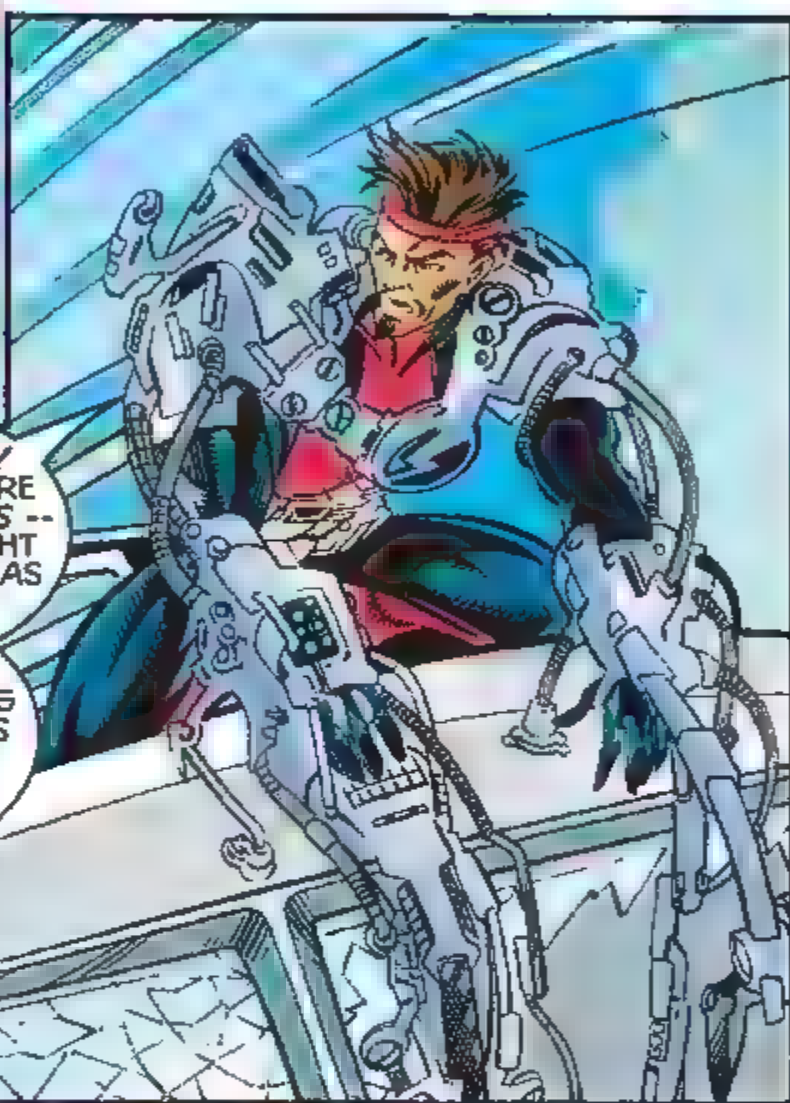


Oh, *FABULOUS*! TECHNO! WHAT'VE WE GOT?

NOT MUCH! THE PILOTS ARE UNCONSCIOUS -- AND THE FLIGHT COMPUTER WAS RIPPED TO BITS!

I'M HAVING TROUBLE USING IT TO ACCESS THE PLANE'S OPERATING SYSTEMS!

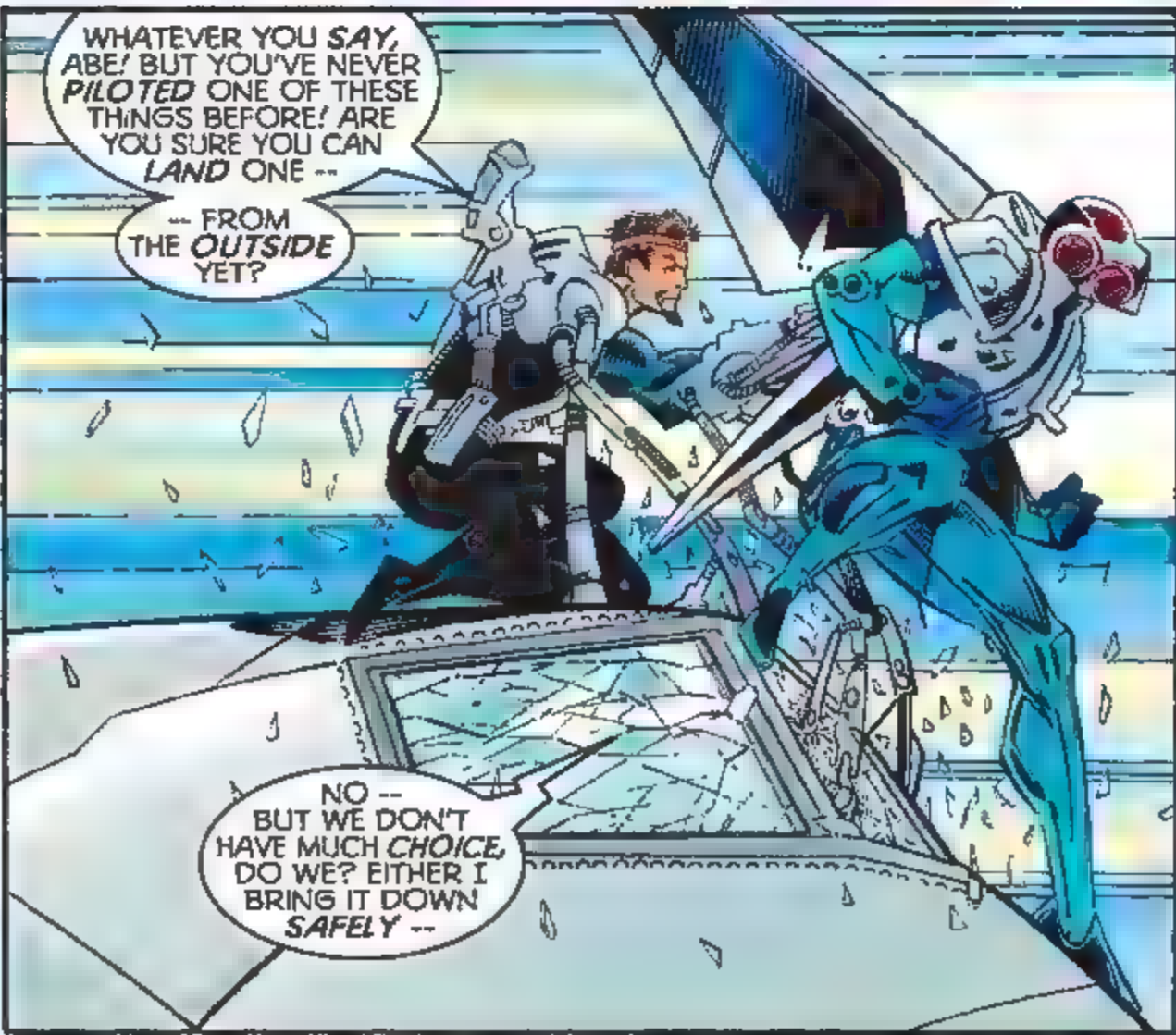
THEN FORGET IT! USE *MINE*!



WHAT?

I'VE GOT AN ONBOARD FLIGHT COMPUTER THAT'S AT LEAST AS GOOD AS WHAT THIS THING HAD -- YOU HELPED *BUILD* IT, REMEMBER?

HOOK ME UP TO YOUR *TECH-PAC* -- AND LINK ME TO THE *AVIONICS* SYSTEMS! I'LL LAND THIS THING MYSELF!



WHATEVER YOU SAY, ABE! BUT YOU'VE NEVER *PILOTED* ONE OF THESE THINGS BEFORE! ARE YOU SURE YOU CAN *LAND* ONE --

-- FROM THE *OUTSIDE* YET?

NO -- BUT WE DON'T HAVE MUCH *CHOICE*, DO WE? EITHER I BRING IT DOWN *SAFELY* --

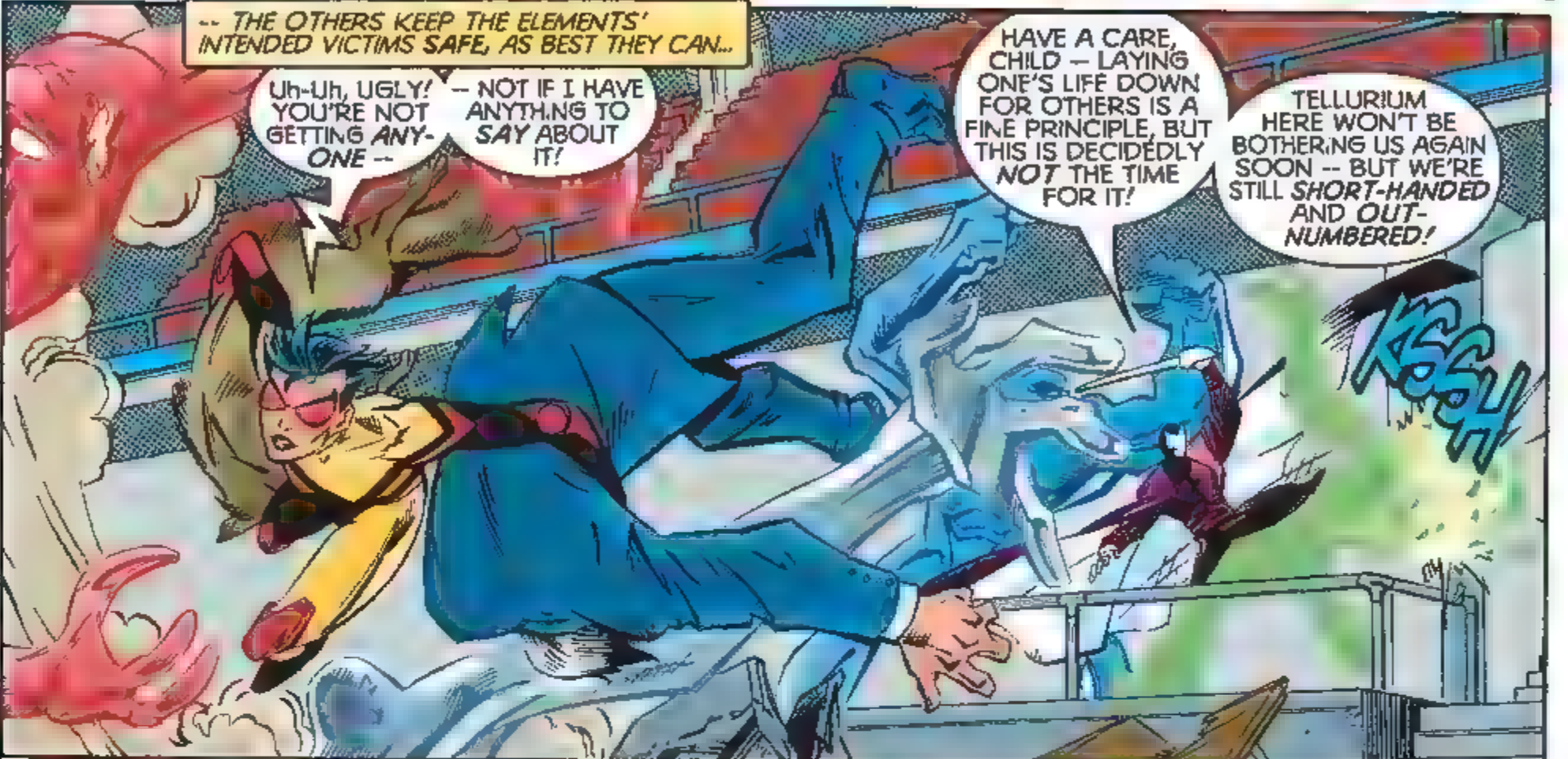


"-- OR EVERYONE INSIDE GETS **SMEARED** ACROSS A DOZEN CITY BLOCKS!"

THERE!

THAT OUGHTTA LET SOME AIR IN!

AND, WHILE ATLAS PROVIDES VENTILATION --



-- THE OTHERS KEEP THE ELEMENTS' INTENDED VICTIMS SAFE, AS BEST THEY CAN...

Uh-Uh, UGLY! YOU'RE NOT GETTING ANYONE --

-- NOT IF I HAVE ANYTHING TO SAY ABOUT IT!

HAVE A CARE, CHILD -- LAYING ONE'S LIFE DOWN FOR OTHERS IS A FINE PRINCIPLE, BUT THIS IS DECIDEDLY NOT THE TIME FOR IT!

TELLURIUM HERE WON'T BE BOTHERING US AGAIN SOON -- BUT WE'RE STILL **SHORT-HANDED** AND **OUT-NUMBERED!**



TRUE, HUMAN -- BUT SOON YOU WILL ALL BE DEAD!

ATLAS! GET OVER HERE -- WE NEED YOU BACK IN THE FRAY!

ON MY WAY, BOSS!

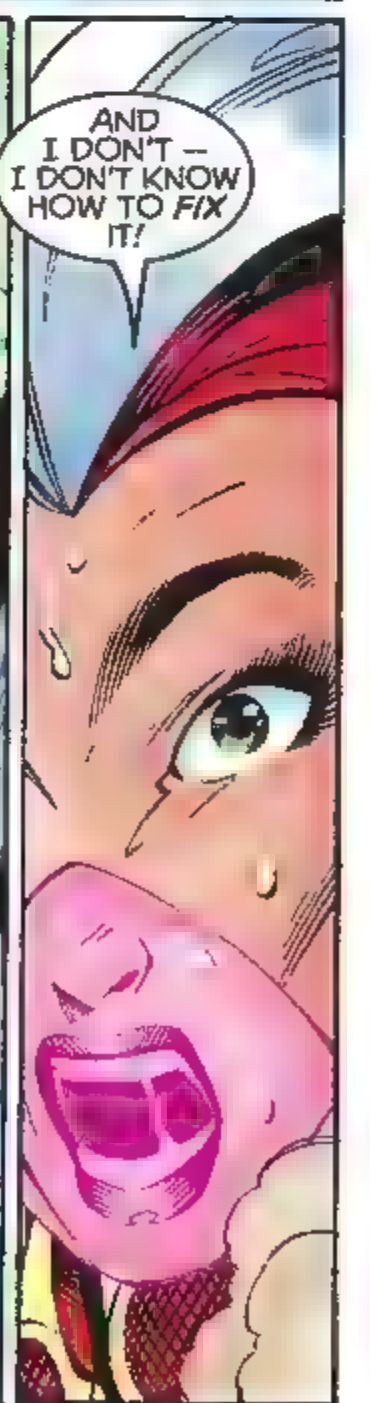
YOU'VE MADE ENOUGH AIR HOLES ANYWAY! SONGBIRD CAN DEAL WITH THE GAS!



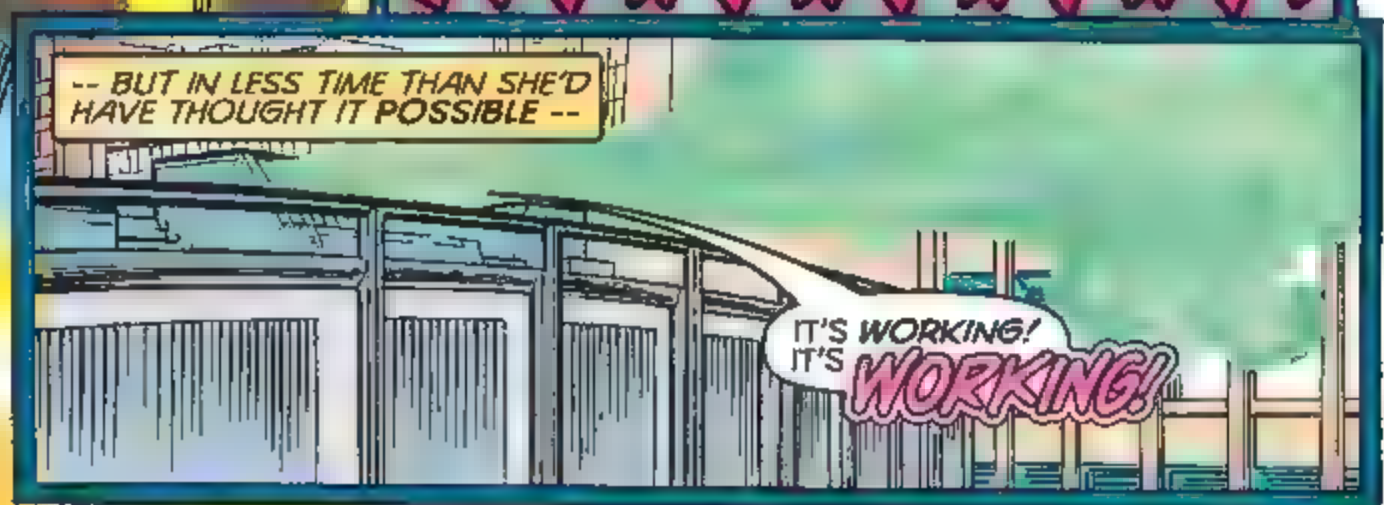
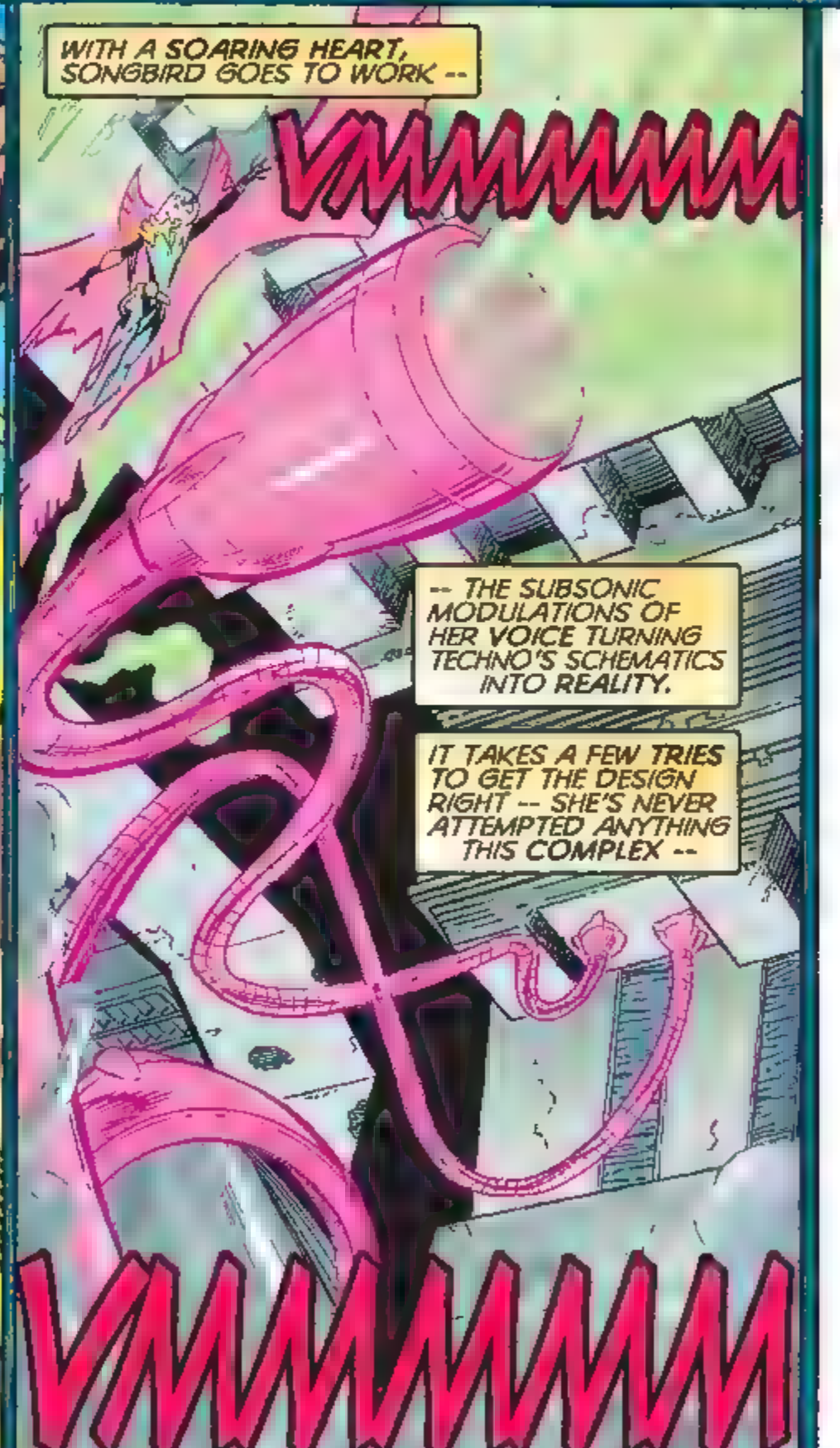
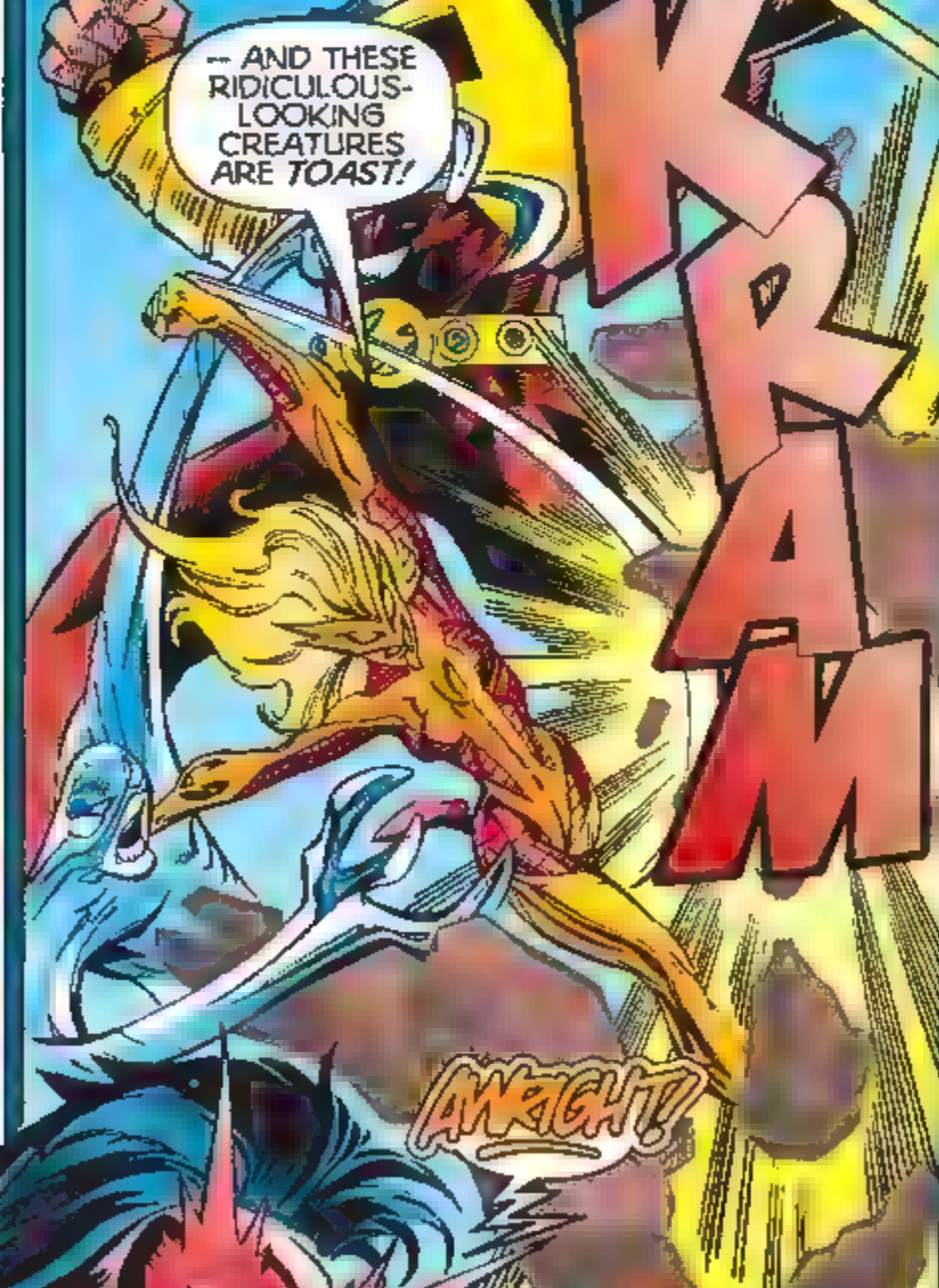
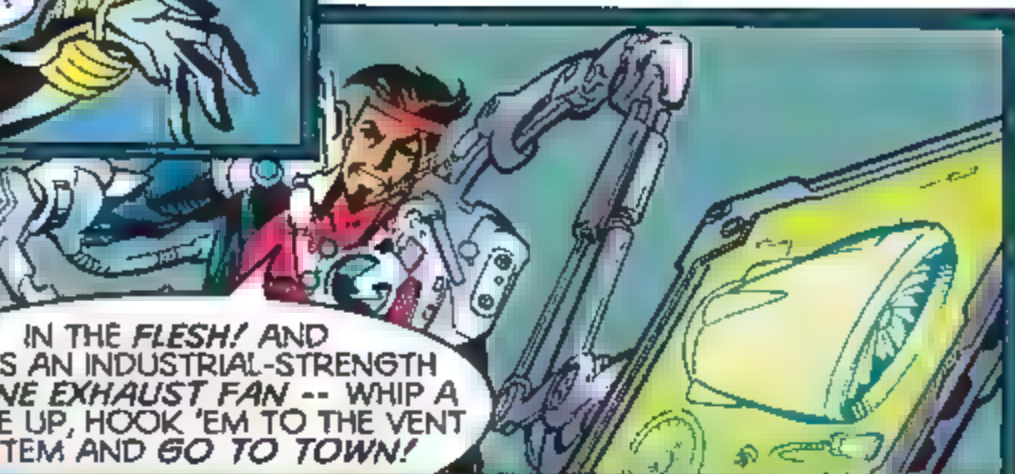
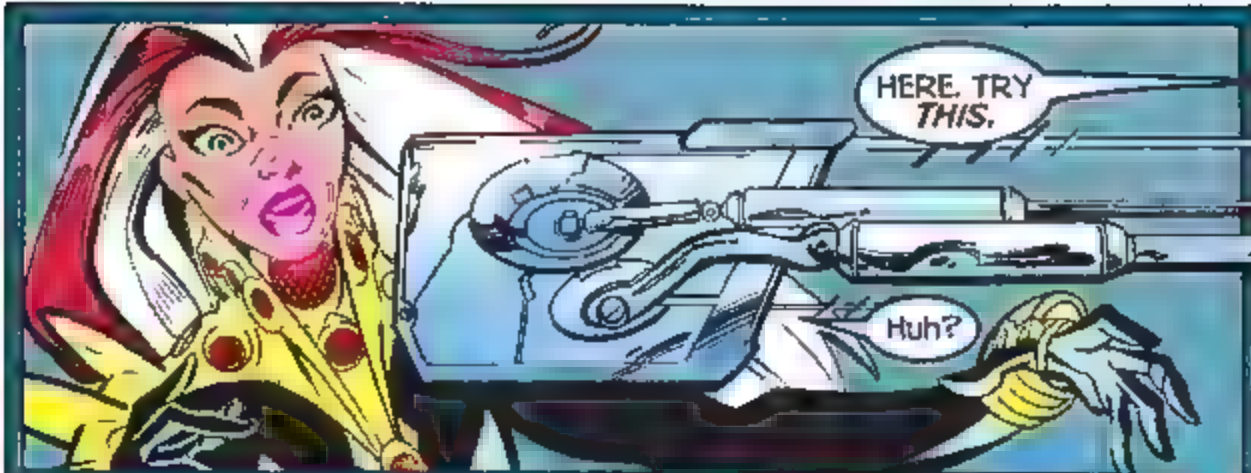
BUT...

IT'S NOT WORKING! NO MATTER HOW MANY FANS I MAKE -- IT'S JUST PUSHING THE GAS AROUND --

-- IT'S NOT GETTING RID OF IT!



AND I DON'T -- I DON'T KNOW HOW TO FIX IT!





AND, WITH THAT...

AH, INDIUM -- THINGS HAVE GONE AWRY FOR YOU, IT SEEMS! YOUR VICTIMS DENIED YOU, YOUR ATTACKERS REINFORCED --

-- YOU MIGHT CONSIDER CHANGING YOUR NAME TO THE ELEMENTS OF FAILURE!

BUT IT'S NOT OVER YET, CITIZEN V! SURE, WE MAY HAVE THE ADVANTAGE, AT THE MOMENT --

KZZAT



"--BUT THERE'S STILL ALL THOSE DYING PEOPLE TO SAVE!"

YOU GOT IT, JOLT! BUT STEP ONE IS CHASING THESE GUYS OFF --

-- AND YOU'VE GOT TO ADMIT -- IT'S A BLAST!

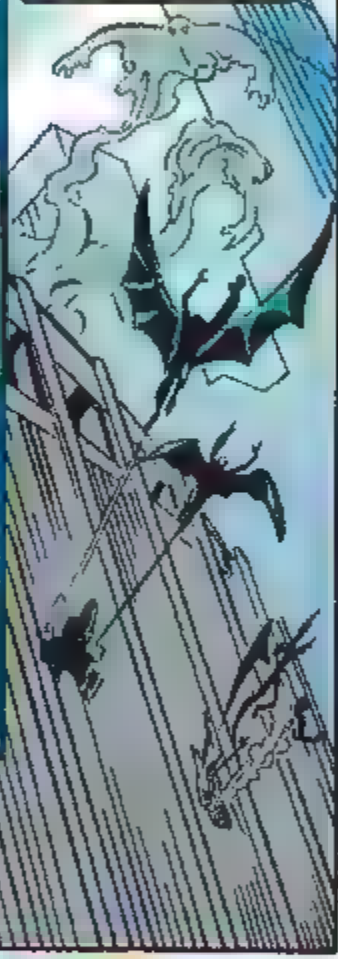
GHOOOM

GHOOOM

RETREAT, MY BROTHERS! OUR OBJECTIVE HAS BEEN FOILED, FOR THE MOMENT --
-- BUT THERE WILL BE OTHER OPPORTUNITIES -- AND SOON!

IT ONLY TAKES MOMENTS, WHETHER THE ELEMENTS OF DOOM TAKE TO THE AIR --

-- OR TO THE CITY'S SEWER SYSTEM, IT'S A MATTER OF SECONDS BEFORE --



THEY'RE GONE! BUT THEY WON'T GET FAR, NOT IF WE --

NO, ATLAS. THE CHILD IS RIGHT. THE IMMEDIATE THREAT IS ENDED --

-- AND WE MUST GET THE VICTIMS TO MEDICAL ATTENTION.

LATER...

NICE WORK, THUNDERBOLTS. YOU KEPT FATALITIES DOWN TO SEVEN, WITH SIXTY MORE STILL IN CRITICAL CONDITION --

-- BUT MOST OF THEM ARE EXPECTED TO PULL THROUGH.

WE CAN EXPECT FURTHER ATTACKS FROM THE ELEMENTS OF DOOM, THOUGH --

-- AND WE'VE GOT TO FIND A WAY TO SHUT THEM DOWN BEFORE THEY STRIKE AGAIN. THE PROBLEM IS FINDING THEM.

Oh, THAT SHOULDN'T BE A PROBLEM. TECHNO CAN FIND 'EM -- CAN'T YOU, TECHNO?

NOTHING EASIER. WITH THAT MANY RADIOACTIVE ELEMENTS AMONG THEM, TRACKING 'EM'LL BE A SNAP!

GREAT! SO --

HOLD IT. BEFORE I PUT MY TEAM IN HARM'S WAY AGAIN, WE NEED PROPER INTELLIGENCE. THE ELEMENTS WERE AVENGERS FOES --

-- SO ONCE AGAIN, I'M REQUESTING ACCESS TO THE AVENGER'S FILES.

WELL, Uh -- THERE'S BEEN DISCUSSION OF UNSEALING THEM, BUT THE QUESTION OF OWNERSHIP HASN'T BEEN RESOLVED --

-- AND IN ANY CASE, WE'RE UNSURE THAT THEY'RE COMPLETE, AFTER THE RECENT INCURSION INTO THE MANSION...

BLAST IT! WE'RE SUPPOSED TO BE SAFEGUARDING THE CITY FROM A SUPER-POWERED ARMY! I WANT ALL THE INFORMATION THAT CAN HELP ME --

-- AND I DO NOT APPRECIATE BEING DENIED IT...

WHILE IT'S ALLOWED TO BE DESTROYED BY INCOMPETENTS!

INCOMPETENTS? CITIZEN V, I --

AS HE DID LAST ISSUE
- Tom

IN SPIDER-MAN
TEAM-UP #6 - Tom



YOU WHAT? I AM TIRED, Ms. RIORDAN -- TIRED OF RISKING MY LIFE, AND MY TEAM'S LIVES...

...AND BEING REWARDED WITH SUSPICION!

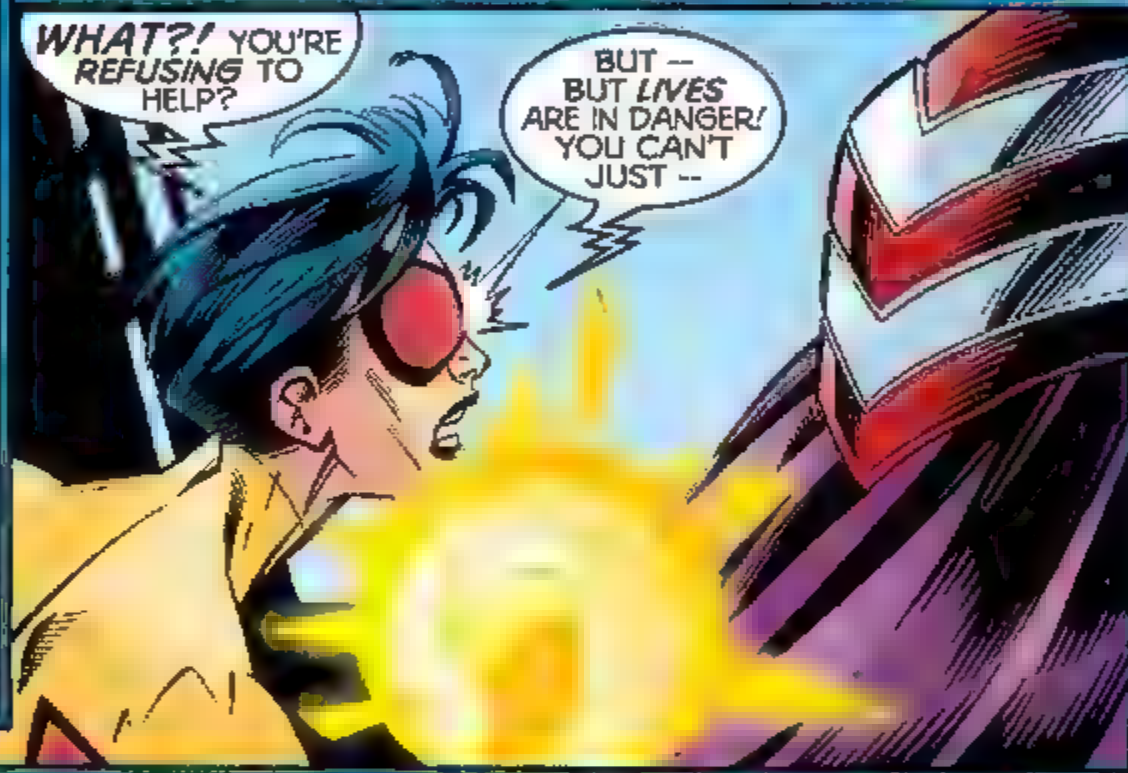
I WANT THOSE FILES. I WANT OUR SECURITY CLEARANCES. AND I WANT THEM NOW--

-- BEFORE WE AID YOU ANY FURTHER!



THUNDERBOLTS OUT.

KIEK



WHAT?! YOU'RE REFUSING TO HELP?

BUT -- BUT LIVES ARE IN DANGER! YOU CAN'T JUST --

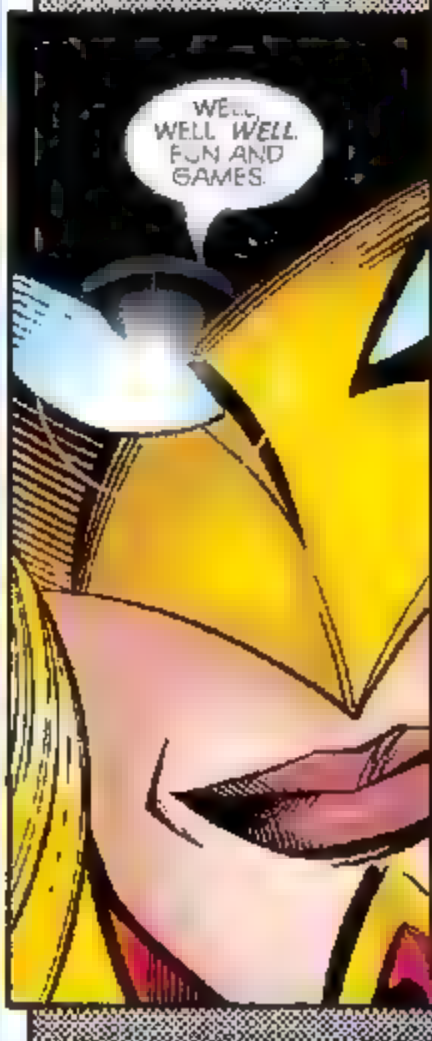


WE DO NOT GO, JOLT. NONE OF US. WE DO NOT GO.

THAT IS AN ORDER.



BUT -- BUT --



WELL, WELL, WELL. FUN AND GAMES.

NEXT!
TURNING
ROUND
POINT

MARVEL
COMICS



OCT
#7

APPROVED
BY THE
COMICS
CODE
AUTHORITY

THE WORLD'S GREATEST COMICS!

JUSTICE LIKE LIGHTNING...

THUNDERBOLTS



FAHEY
VINCE
RUSSELL

ENTER
THE ELEMENTS OF
DOOM!
(All 109 of them!)

BUSIEK • JOHNSON • BLYBERG

ONLY HOURS AGO, THE CHEMICAL CREATURES KNOWN AS THE ELEMENTS OF DOOM ATTACKED MADISON SQUARE GARDEN, AND A JETLINER HEADED FOR LAGUARDIA AIRPORT -- AND THE THUNDERBOLTS DROVE THEM OFF.

NOW, THE THUNDERBOLTS ROCKET TO THE ATTACK, TRACING THE ELEMENTS TO THEIR LAIR -- AS NEW YORKERS WATCH, HEARTENED BY THE SIGHT.

BUT WITH THE THUNDERBOLTS, NOTHING IS AS SIMPLE AS IT APPEARS TO BE --

-- AND THIS IS NO EXCEPTION.



THE PRESENT WITHIN

KURT BUSIEK
Executive
Editor

ROGER STERN
Vice
President

JEFF JOHNSON
Vice
President

WILL GLYBERG
with
ERIC CANNON
ANDY MAILSTAD
GREG ADAMS &
KEITH WILLIAMS

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us make this
book possible

For previous
comic books
and more

For previous
comic books
and more

LAST ISSUE
Tom

Studios



I'M --
I'M NOT SURE
ABOUT THIS, MACH-1.
NOW THAT WE'RE
OUT HERE AND
DOING IT...

BECAUSE THE
THUNDERBOLTS --
WITH THE EXCEPTION
OF THEIR NEWEST
MEMBER, JOLT --
ARE ALL SECRETLY
SUPER-VILLAINS --

IT'LL BE
OKAY, BABE.
JUST
CONCENTRATE
ON THE JOB,
AND THINGS'LL
WORK OUT.

-- ALL MEMBERS OF
THE MASTERS OF EVIL,
GULLING THE PUBLIC
INTO ACCEPTING
THEM AS HEROES
AS PART OF THEIR
MASTER PLAN.



I'M WITH SONGBIRD, MACH-1.
THIS IS THE FIRST TIME WE'VE
DONE ANYTHING AGAINST
CITIZEN V'S ORDERS --

-- AN' I DON'T
WANNA THINK ABOUT
HOW HE'S GONNA
REACT.

Oh,
I'VE GOT
A PRETTY
GOOD
IDEA...



I DON'T BELIEVE THIS! YOU'RE TALKING
LIKE HE'S GOING TO KILL YOU OR SOME-
THING! AREN'T YOU OVERREACTING
JUST A LITTLE?

YOU
DON'T KNOW
HIM LIKE WE DO,
JOLT...

AND
YOU, ATLAS, ARE
FORGETTING --



"-- THAT HE
DIDN'T GIVE US
MUCH CHOICE
IN THE MATTER."

WE DO
NOT GO, JOLT.
NONE OF US.
WE DO NOT
GO.

THAT IS AN
ORDER.



IT MADE PERFECT SENSE, FROM ONE VIEWPOINT.
CITIZEN V HAD ASKED FOR THE AVENGERS FILES,
AND WHEN THE CITY DIDN'T TURN THEM OVER --

BUT --
BUT --

-- HE WITHDREW
THUNDERBOLTS'
COOPERATION,
AS A BARGAINING
PLAY.

BUT FROM ANOTHER VIEWPOINT, IT MADE ANYTHING BUT SENSE --

THIS IS CRAZY! THE ELEMENTS KILLED INNOCENT PEOPLE -- AND THEY'LL KILL MORE, UNLESS WE STOP THEM!

COME ON, GUYS -- THIS IS WHAT WE'RE HERE FOR, ISN'T IT?

-- AND FROM METEORITE'S VIEWPOINT, IT REPRESENTED NOTHING LESS THAN OPPORTUNITY.

YOU DID SAY YOU COULD TRACK THEM, TECHNO.

SHE'D BEEN LOOKING FOR A CHANCE TO DRIVE A WEDGE BETWEEN THE TEAM AND ITS LEADER --

JOLT'S RIGHT, I THINK. THOSE PEOPLE AT THE GARDEN -- THEY WOULD'VE KILLED THEM ALL --

AND WHO KNOWS WHERE THEY'LL HIT NEXT?

-- A CHANCE TO SHIFT THE BALANCE OF POWER TOWARD HERSELF, AND IT SEEMED THE TIME HAD ARRIVED --

OF COURSE SHE'S RIGHT. WHAT KIND OF CREDIBILITY -- WHAT KIND OF HONOR DO WE HAVE IF WE LET PEOPLE DIE OVER ADMINISTRATIVE CONFLICTS?

Uh, well --

ATLAS WAS WEAK, SHE KNEW. HE'D GO ALONG WITH WHATEVER THE OTHERS DECIDED. BUT TECHNO --

Oh, GET REAL. YOU'RE NOT GOING TO IGNORE A DIRECT --

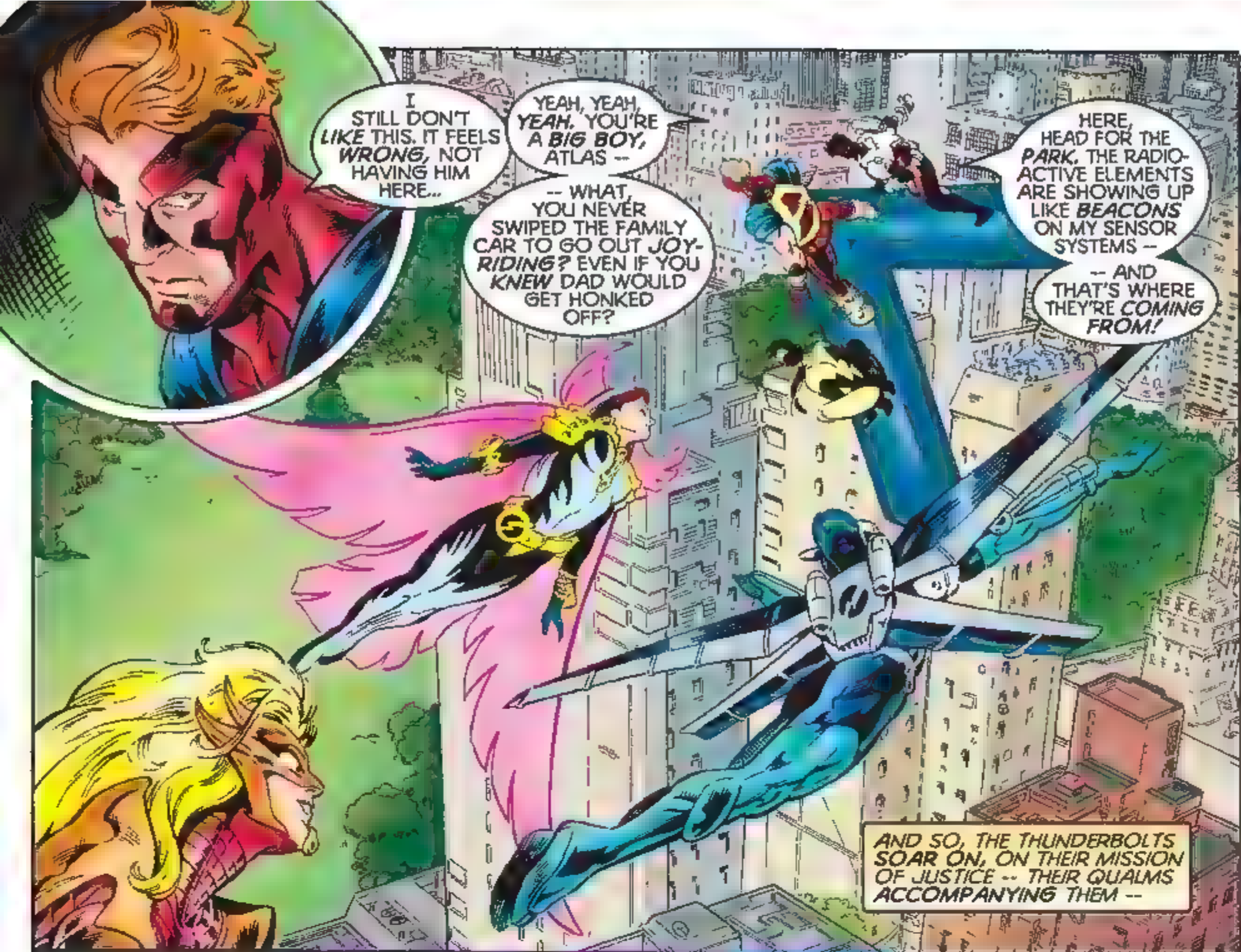
-- TECHNO WAS ARTICULATE, PROUD AND CONTRARY. HE HAD TO BE DEALT WITH. A QUICK HELMET-RADIO LINK TO HIS EARPIECE, AND --

TECHNO, LOOK AROUND. HOW DO YOU THINK TH'S IS GOING TO END? DO YOU REALLY WANT TO BE ON THE LOSING SIDE --

-- TO COME OFF AS ZEMO'S BOOT-LICKING JACKEY?

-- OR, WELL, ON THE OTHER HAND --

SURE I CAN TRACK 'EM. LET'S GO.



I STILL DON'T LIKE THIS. IT FEELS WRONG, NOT HAVING HIM HERE...

YEAH, YEAH, YEAH. YOU'RE A BIG BOY, ATLAS --

-- WHAT, YOU NEVER SWIPED THE FAMILY CAR TO GO OUT JOY-RIDING? EVEN IF YOU KNEW DAD WOULD GET HONKED OFF?

HERE, HEAD FOR THE PARK. THE RADIO-ACTIVE ELEMENTS ARE SHOWING UP LIKE BEACONS ON MY SENSOR SYSTEMS --

-- AND THAT'S WHERE THEY'RE COMING FROM!

AND SO, THE THUNDERBOLTS SOAR ON, ON THEIR MISSION OF JUSTICE -- THEIR QUALMS ACCOMPANYING THEM --



-- AND, BEHIND THEM --

HE CAN SCARCELY BELIEVE IT.

HE GAVE THEM AN ORDER -- AN ORDER! AND HELMUT ZEMO IS NOT A MAN ACCUSTOMED TO HAVING HIS ORDERS DISOBEYED.

HE WANTS TO CATCH UP TO THEM. TO DEMAND AN EXPLANATION, TO ORDER THEM BACK TO BASE. BUT NOW, HE HANGS BACK, WATCHING --

-- TO SEE WHAT WILL HAPPEN NEXT.



Huh?!

WHAT ON EARTH IS THAT?!

THAT, THUNDERBOLTS, IS WHERE THE SIGNAL'S COMING FROM. IN OTHER WORDS --





— IT'S THE
ELEMENTS' BASE OF
OPERATIONS!

NOT EXACTLY
INCONSPICUOUS,
THOUGH, IS IT?

HOW'D THE
AUTHORITIES
MISS SPOTTING
AN ENORMOUS
CITADEL
LIKE --

THUNDER-
BOLTS! MAN, ARE
WE GLAD TO SEE YOU!
THAT -- THING JUST
GREW UP OUT OF THE
GROUND, SECONDS
AGO!

WE'D
JUST RADIOED IN
A REPORT ON IT --
CALLED FOR SOME
SQUAD CARS TO
INVESTIGATE --!

WELL,
THAT
EXPLAINS
THAT.

YOU
MIGHT WANT
TO CANCEL
THOSE SQUAD
CARS, OFFICERS --
THIS COULD BE
DANGEROUS!
HAVE 'EM
CONTAIN
THE AREA --

-- BUT
LET US
CHECK IT
OUT!

THEY MUST'VE BEEN
UNDERGROUND UP
TIL NOW -- BUT I GUESS
THEY'RE EXPECTING US,
ATLAS -- YOU'RE THE
LOGICAL CHOICE
TO TAKE THE
POINT...

ME?
I DIDN'T
WANNA BE
HERE IN
THE FIRST
PLACE!

BUT
OKAY, OKAY!
I'LL JUST
HOP DOWN
AND --



-- Uh-Oh!
LOOKS LIKE
I FOUND THE
DOOR, FIRST
TRY!

BUT
I ALSO
FOUND --

"-- THE WELCOMING COMMITTEE!"

GREETINGS, THUNDERBOLTS

YOU SHOULD HAVE LEARNED YOUR LESSON -- AND REFRAINED FROM MEDDLING IN THE AFFAIRS OF THE ELEMENTS OF ROOM!

BUT I SEE YOU NEED ANOTHER LESSON. JUST BE GRATEFUL YOU ONLY FACE TEN OF US -- AND NOT ALL ONE HUNDRED AND NINE!

TUNGSTEN, NICKEL --

-- DISPOSE OF THE GIANT!

AS YOU COMMAND, ZIRCONIUM!

HEY! HEY, YOU CAN'T --

AW, N--
UHHH!

FOOL! DID YOU EXPECT YOUR SIZE TO INTIMIDATE US? IT IS IRRELEVANT TO BEINGS WHOSE NATURE IS THE SAME --

-- WHETHER THERE IS ONLY A GRAM OF THEM -- OR A TON!

ATLAS DOESN'T ANSWER -- HE CAN'T, SINCE THE IMPACT KNOCKED THE WIND OUT OF HIM --



-- AND BY THE TIME HE CAN ONCE AGAIN GULP AIR INTO HIS LUNGS --

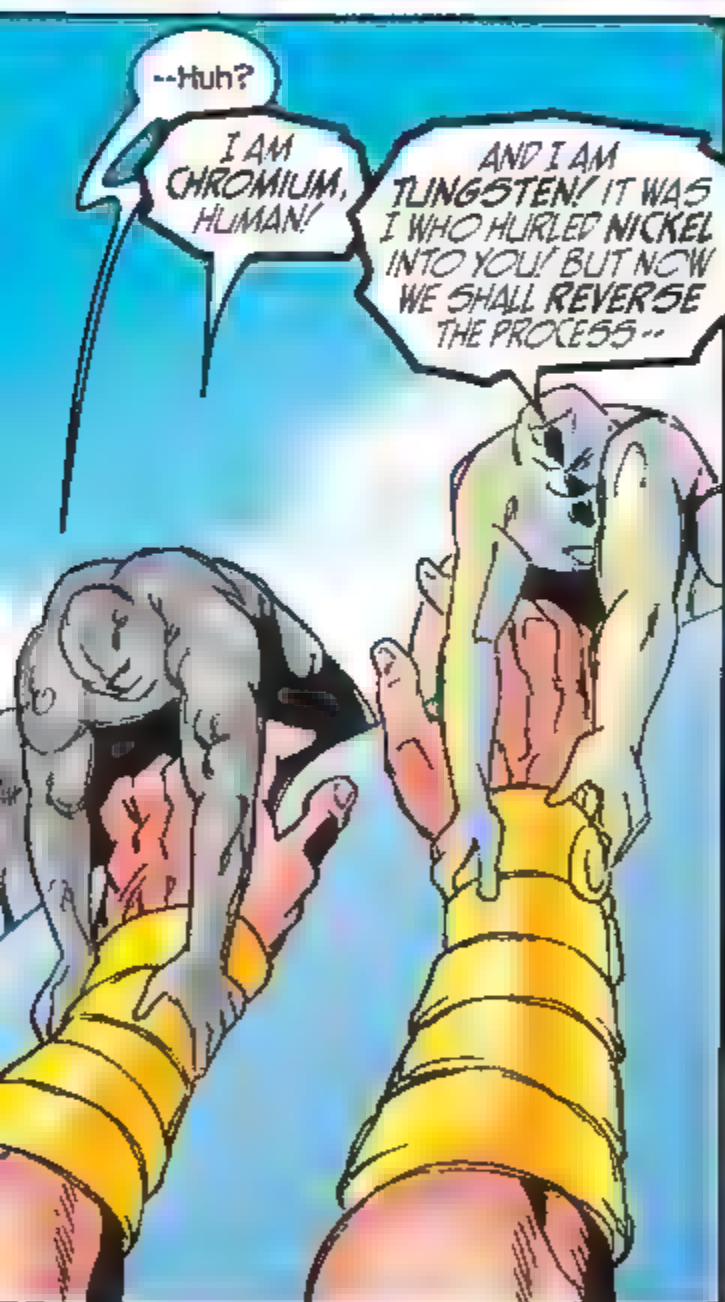
MAN, THIS BEING MOSTLY HUMAN AGAIN IS GONNA TAKE SOME GETTING USED TO! BACK WHEN I WAS ALL IONIC, THAT WOULDN'T HAVE BOTHERED ME A BIT!

BUT HECK, THE FIGHT'S GOING ON WITHOUT ME -- EVEN THAT LITTLE SILVERY GUY'S ALREADY MIXIN' IT UP WITH THE OTHERS!

AS DISCOVERED LAST ISSUE -- TOM



MIGHT AS WELL GET BACK INTO --



--Huh?

I AM CHROMIUM, HUMAN!

AND I AM TUNGSTEN! IT WAS I WHO HURLED NICKEL INTO YOU! BUT NOW WE SHALL REVERSE THE PROCESS --

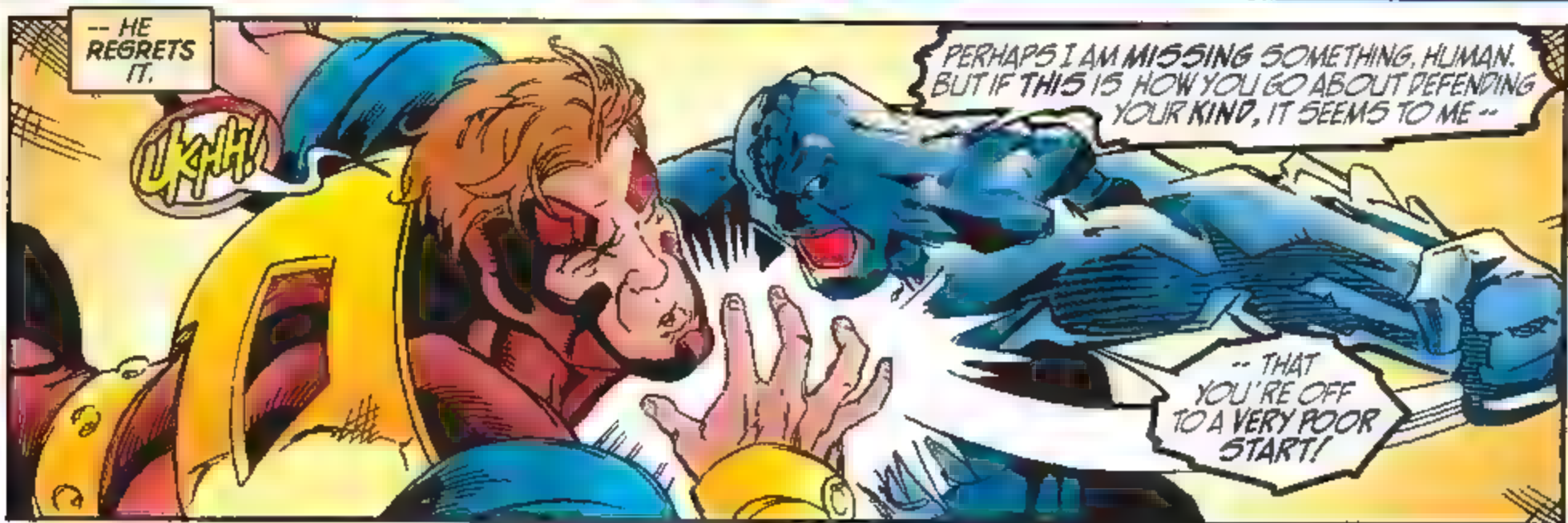


-- AND HURL YOU!

WHUHH!

-- INSTINCTIVELY, ATLAS SHRINKS DOWN, THE BETTER TO PIVOT AND LAND ON HIS FEET.

AND ALMOST IMMEDIATELY --



-- HE REGRETS IT.

Ughh!

PERHAPS I AM MISSING SOMETHING, HUMAN. BUT IF THIS IS HOW YOU GO ABOUT DEFENDING YOUR KIND, IT SEEMS TO ME --

-- THAT YOU'RE OFF TO A VERY POOR START!

AND, NEARBY...

NICKEL, EH? WELL, I'M NO METALLURGIST --
-- BUT I'M BETTING I CAN EXCEED YOUR MELTING POINT!

WHICH ONE'S THIS?

BARIUM? IRIDIUM?

KZZAT

AHH!

WHAT DO YOU THINK?

AND YOU CALL YOURSELF AN ENGINEER? IT'S MAGNESIUM, MACH-1 -- MAGNESIUM!

YOU KNOW -- LIGHT, MALLEABLE, BURNS INTENSELY? THAT MAGNESIUM!

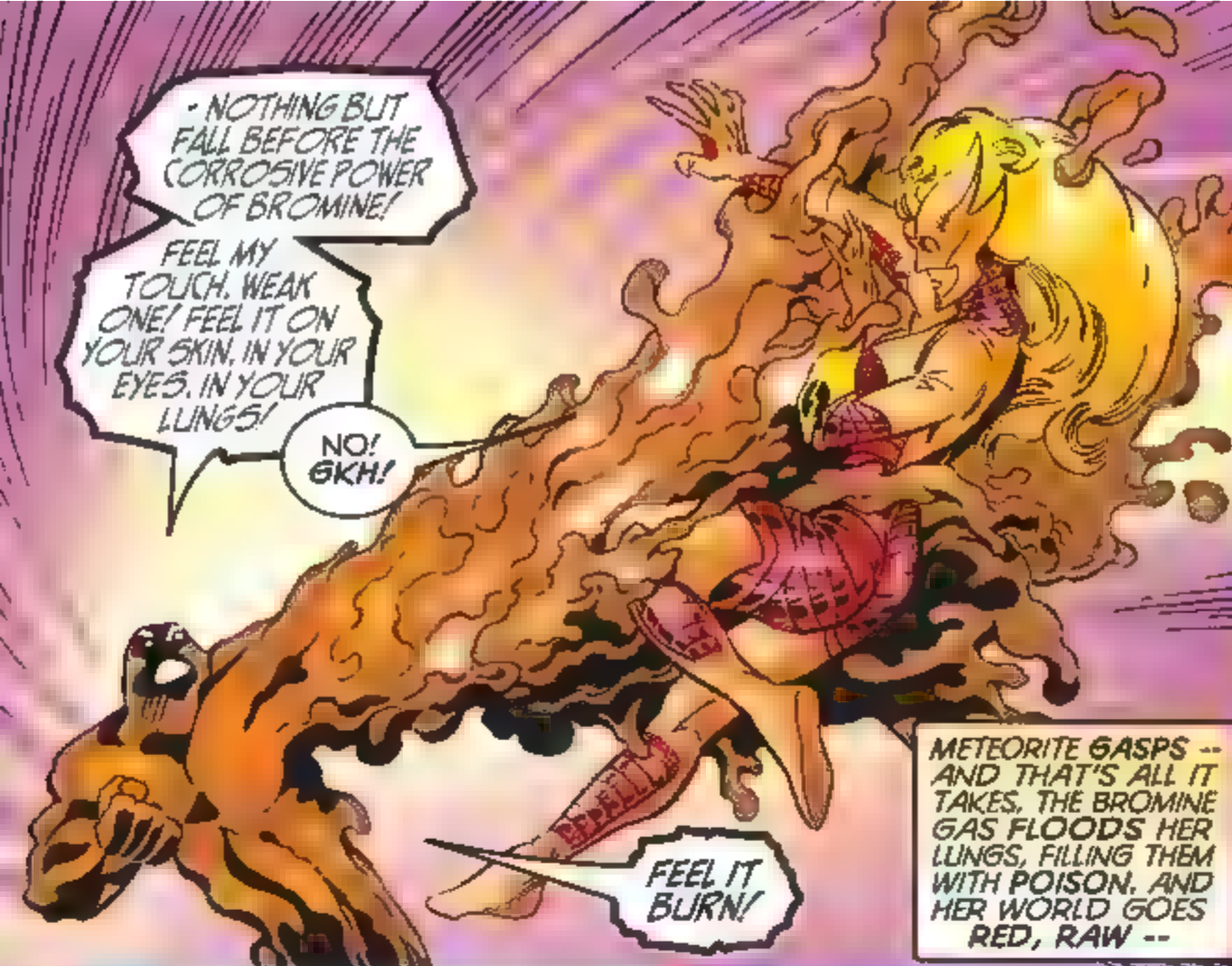
AND YOU'VE GOTTA BE MERCURY! FUNNY HOW YOU'RE NOT RED, LIKE IN A LOT OF THERMOMETERS --

-- BUT EITHER WAY, YOU'RE NOT FAST ENOUGH TO -- AWP!

NOT FAST ENOUGH TO WHAT, HUMAN? NOT FAST ENOUGH TO DECOY YOU INTO THE CLUTCHES OF COPPER? IS THAT WHAT YOU WERE PLANNING TO SAY?

JOLT!
HOLD ON, HONEY! I'LL GET YOU OUT OF --

YOU, HUMAN? YOU'LL DO NOTHING --



- NOTHING BUT
FALL BEFORE THE
CORROSIVE POWER
OF BROMINE!

FEEL MY
TOUCH, WEAK
ONE! FEEL IT ON
YOUR SKIN, IN YOUR
EYES, IN YOUR
LUNGS!

NO!
GKH!

FEEL IT
BURN!

METEORITE GASPS --
AND THAT'S ALL IT
TAKES, THE BROMINE
GAS FLOODS HER
LUNGS, FILLING THEM
WITH POISON, AND
HER WORLD GOES
RED, RAW --



-- AND
PAINFUL!

GKH --
AIKH!



Uh-Oh.
METEORITE'S
HAD IT.

GUESS SHE FINALLY
MET SOMETHING
TOUGHER THAN
SHE IS!

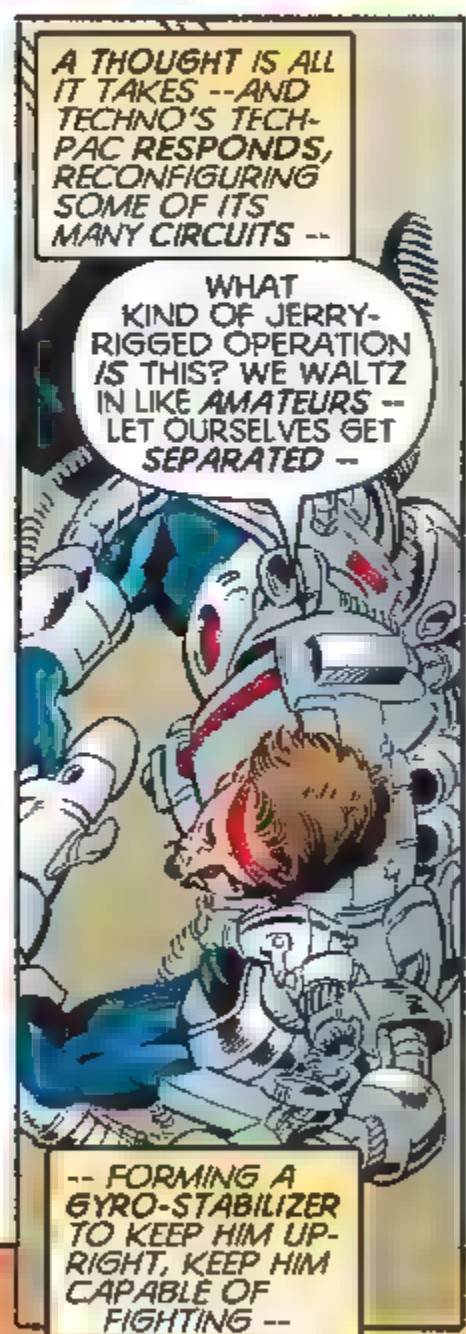
I'D
BETTER
GET SOME
DISTANCE
HERE, GET A
BETTER VIEW
OF --

FLEEING,
HUMAN? A
SENSIBLE
STRATEGY --



-- BUT NOT
ONE I CAN
ALLOW YOU TO
ACCOMPLISH!

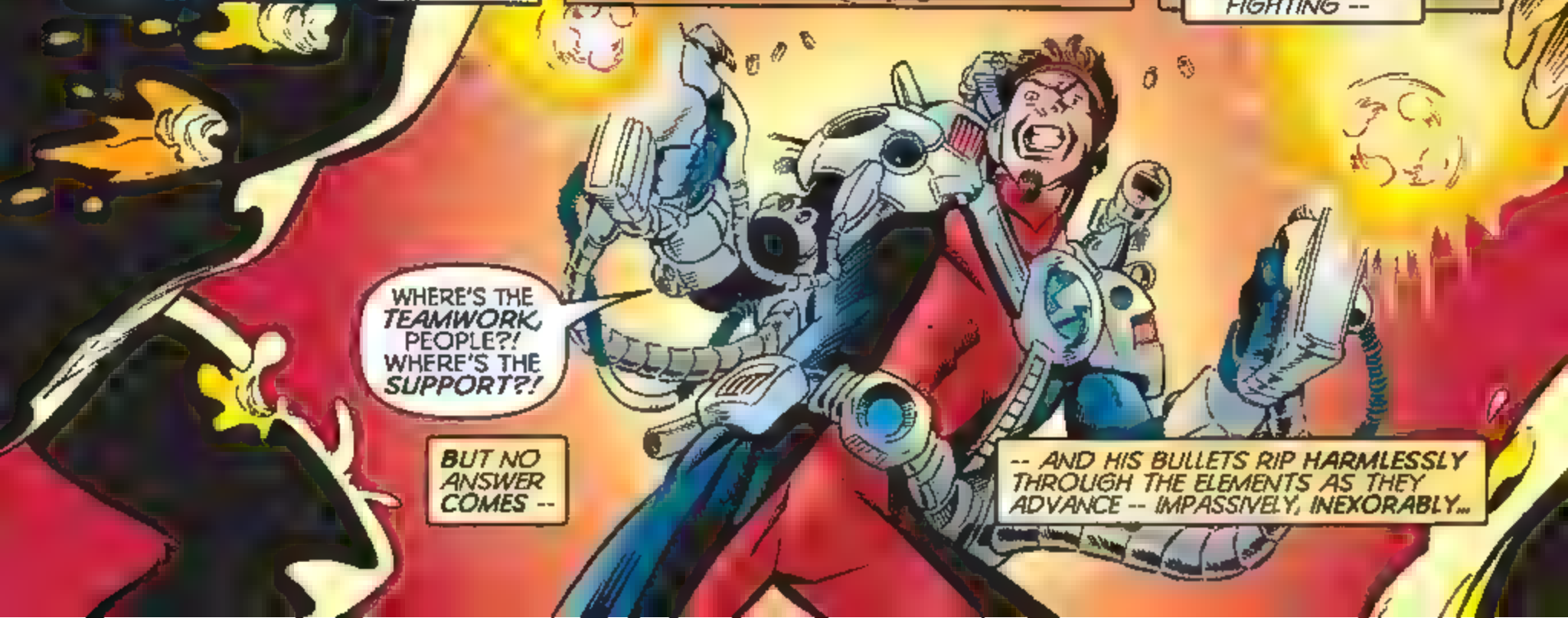
WHOOA!



A THOUGHT IS ALL
IT TAKES -- AND
TECHNO'S TECH-
PAC RESPONDS,
RECONFIGURING
SOME OF ITS
MANY CIRCUITS --

WHAT
KIND OF JERRY-
RIGGED OPERATION
IS THIS? WE WALTZ
IN LIKE AMATEURS --
LET OURSELVES GET
SEPARATED --

-- FORMING A
GYRO-STABILIZER
TO KEEP HIM UP-
RIGHT, KEEP HIM
CAPABLE OF
FIGHTING --



WHERE'S THE
TEAMWORK,
PEOPLE?!
WHERE'S THE
SUPPORT?!

BUT NO
ANSWER
COMES --

-- AND HIS BULLETS RIP HARMLESSLY
THROUGH THE ELEMENTS AS THEY
ADVANCE -- IMPASSIVELY, INEXORABLY...

ELSEWHERE,
ATLAS IS STILL
CONSCIOUS --

YOU LOUSY,
STINKIN'...

WAK
BRAK

KRANNN
WHUD
BRAM
KLUD

-- BUT JUST BARELY. HE NEEDS
TO CONCENTRATE TO CHANGE
HIS SIZE, AND THE ELEMENTS
HAVE NOT ALLOWED THAT.

ALL HE NEEDS IS
A MOMENT, A
BREATH. BUT...

BRAK
WRAK
KAMM

ATLAS!

YOU --
YOU CAN'T --
I WON'T LET
YOU HURT
HIM LIKE --

JOLT TRIES TO BREAK FREE,
UNLEASHING ONE OF THE
ELECTRICAL BURSTS THAT
GIVE HER HER CODE-NAME.
BUT...

FOOLISH
HUMAN! COPPER
CONDUCTS ELECTRICITY!
YOUR POWER CANNOT
HARM ME --

-- BUT I
CAN USE
IT --

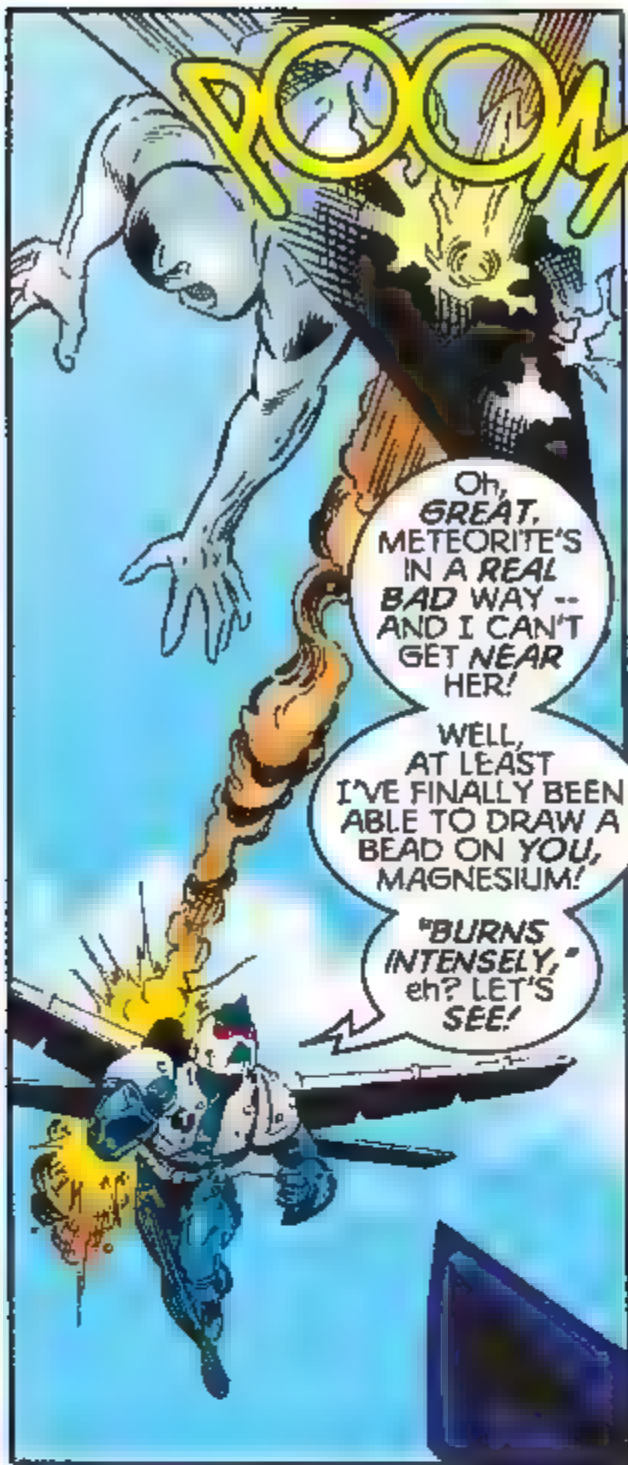
-- TO
HARM YOUR
FRIENDS!

KRA
T

KA
K
K

WHUHH!

KH-
KHAH--



Oh, GREAT, METEORITE'S IN A REAL BAD WAY -- AND I CAN'T GET NEAR HER!

WELL, AT LEAST I'VE FINALLY BEEN ABLE TO DRAW A BEAD ON YOU, MAGNESIUM!

"BURNS INTENSELY," eh? LET'S SEE!

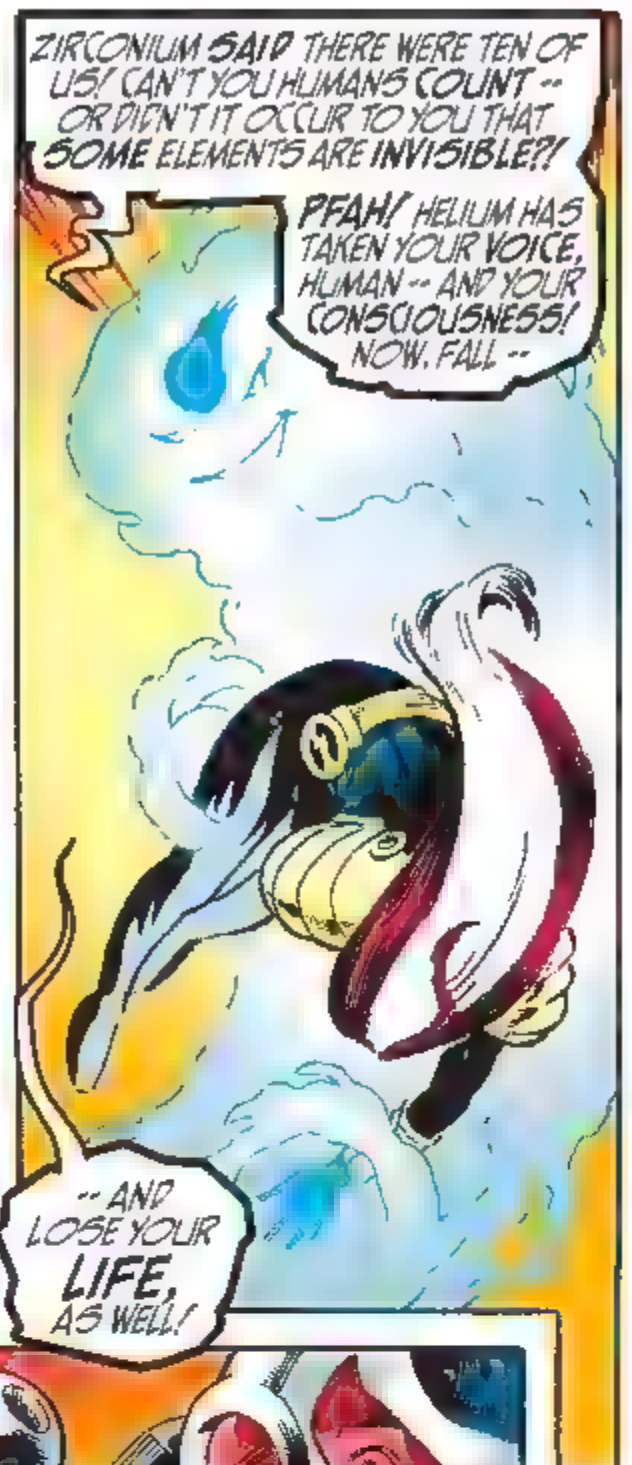


BUT MACH-1'S TRIUMPH IS SHORT-LIVED, AS --

MACH-1! MACH-1! SOMETHING'S --

-- SOMETHING'S --

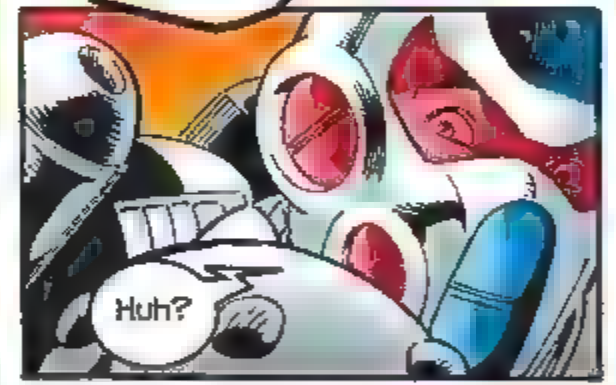
-- MY VOICE! WHAT'S --



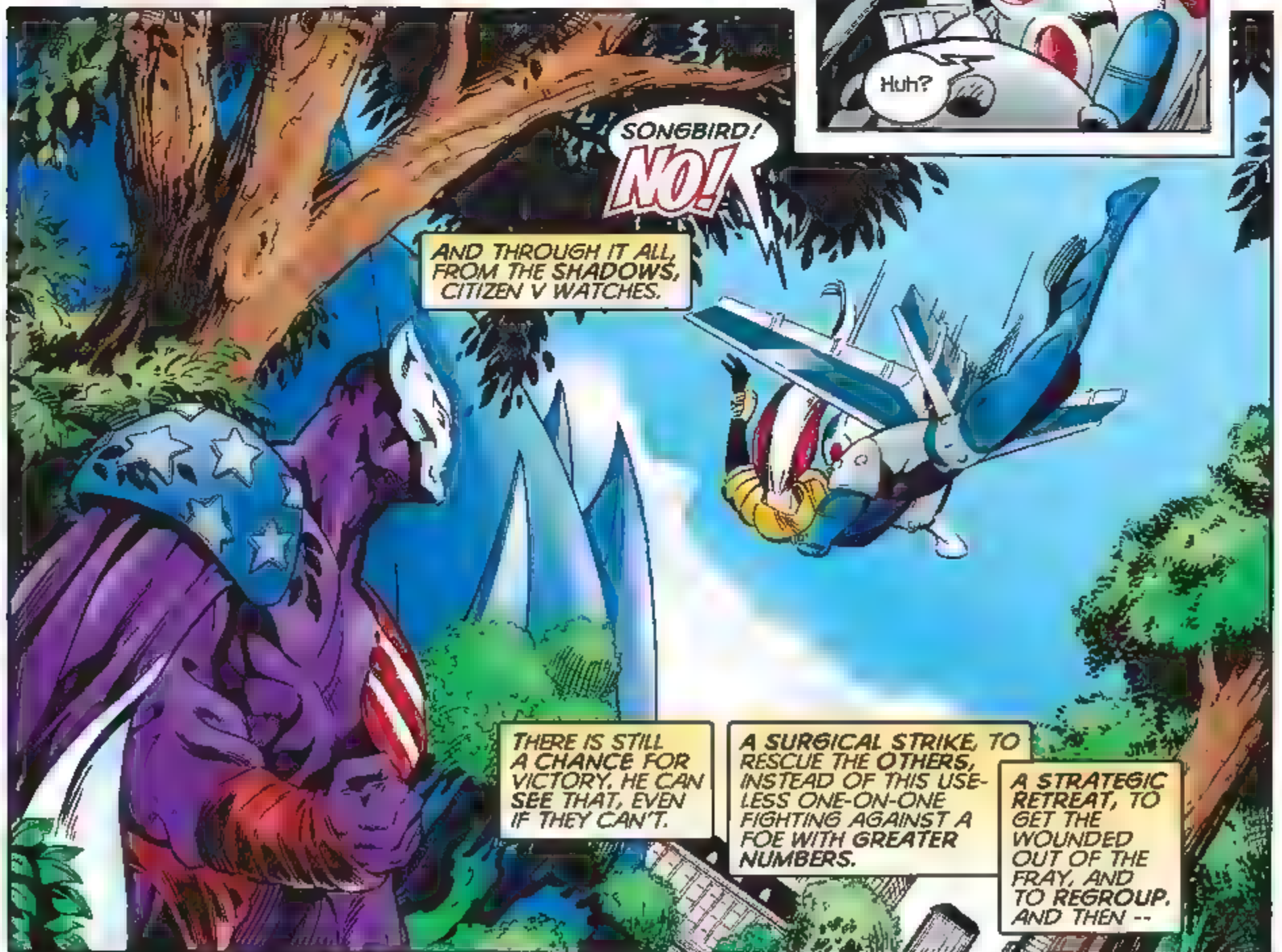
ZIRCONIUM SAID THERE WERE TEN OF US! CAN'T YOU HUMANS COUNT -- OR DIDN'T IT OCCUR TO YOU THAT SOME ELEMENTS ARE INVISIBLE?!

PFAY! HELIUM HAS TAKEN YOUR VOICE, HUMAN -- AND YOUR CONSCIOUSNESS! NOW, FALL --

-- AND LOSE YOUR LIFE, AS WELL!



Huh?



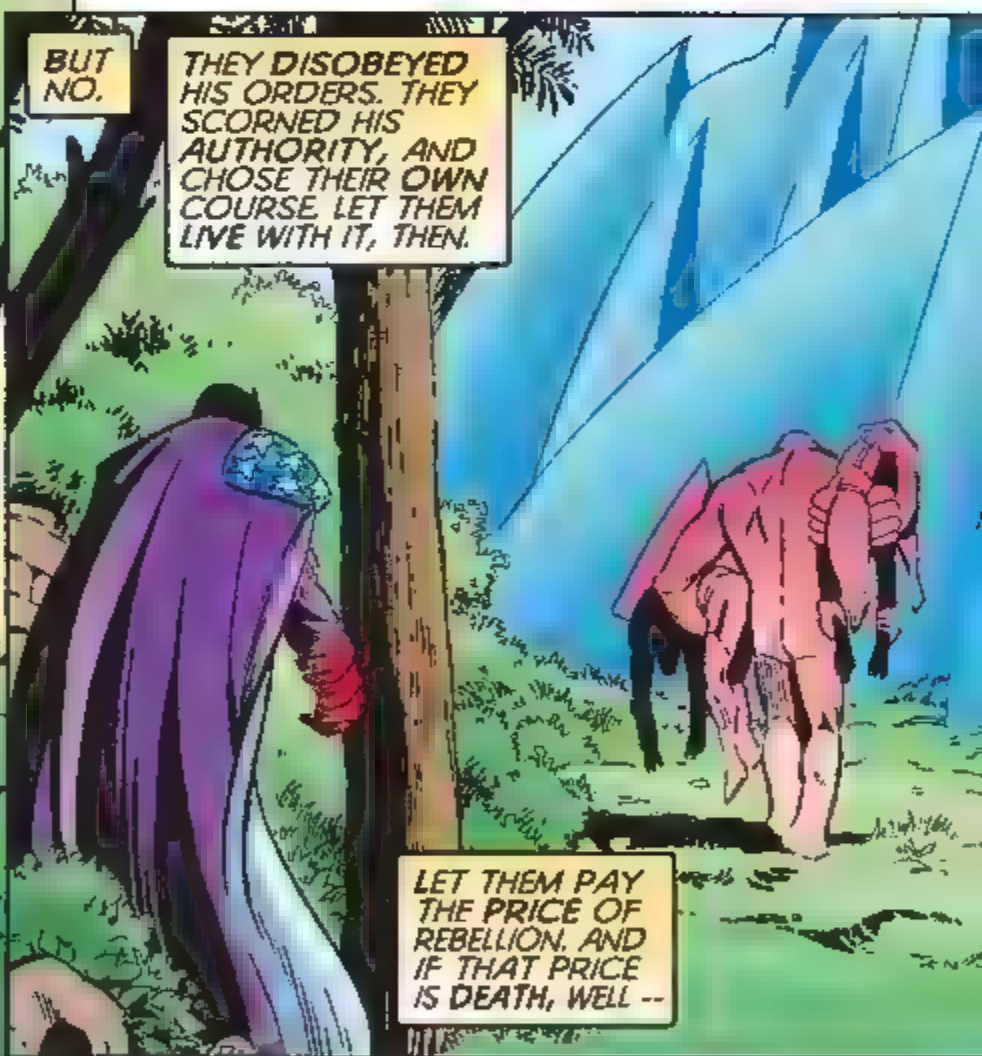
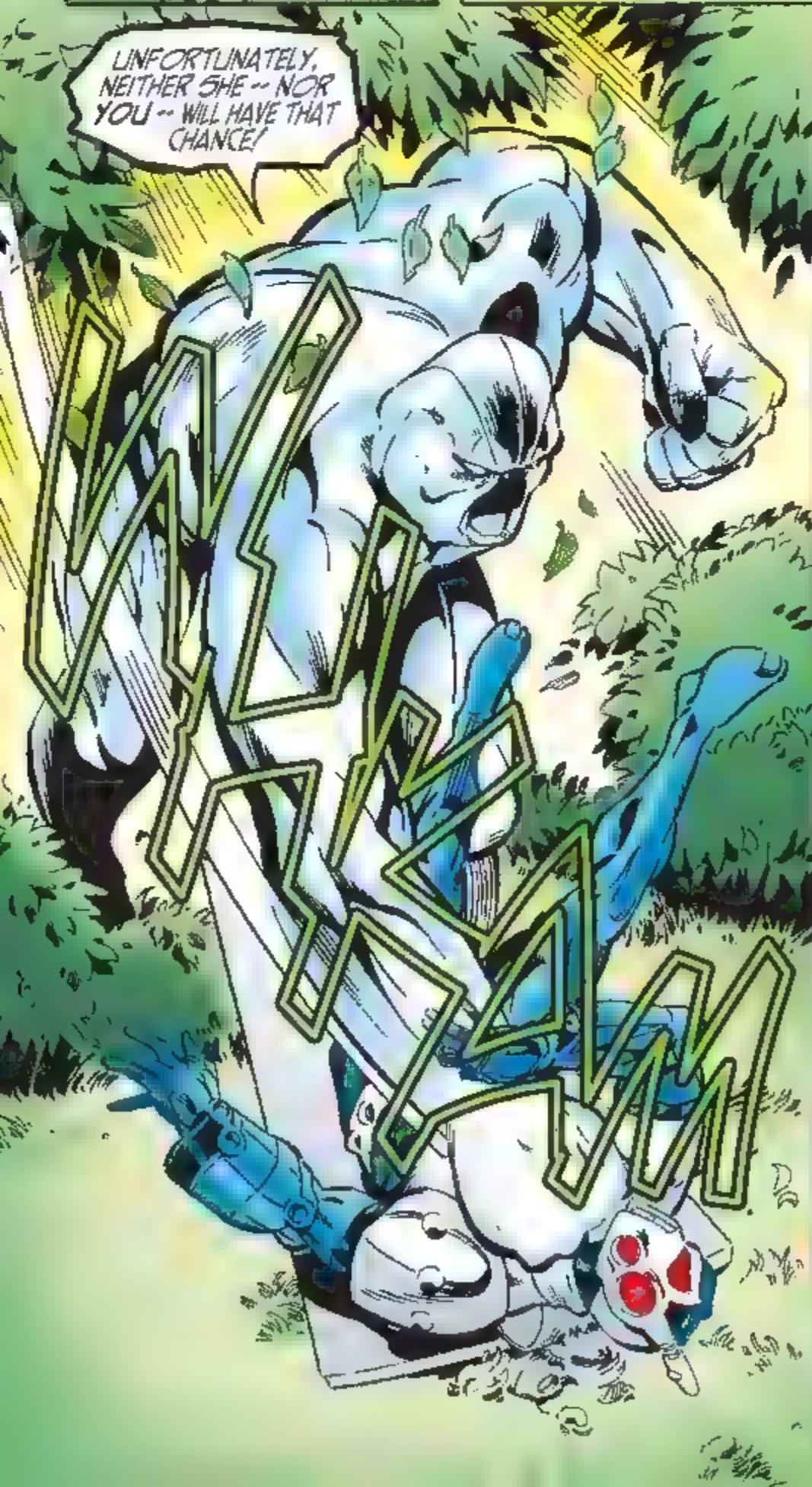
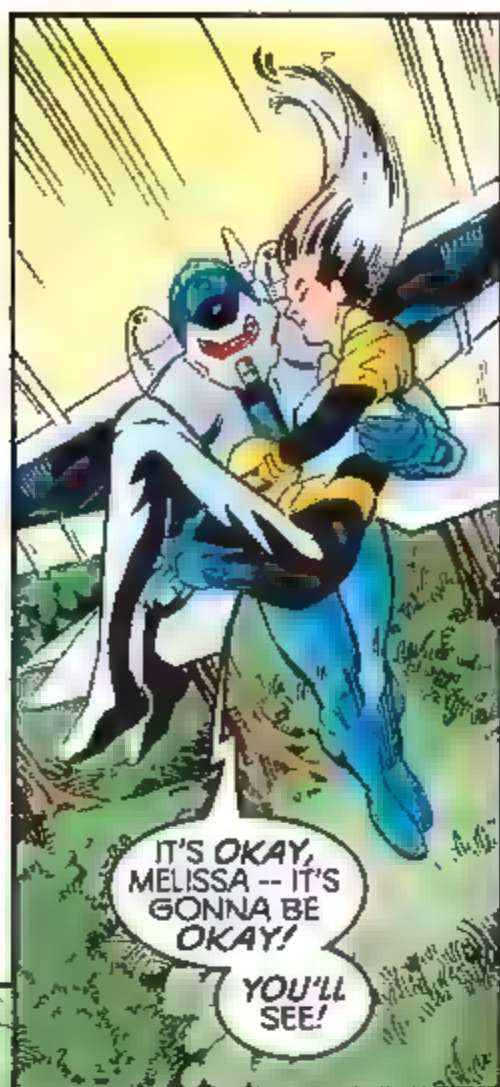
SONGBIRD! NO!

AND THROUGH IT ALL, FROM THE SHADOWS, CITIZEN V WATCHES.

THERE IS STILL A CHANCE FOR VICTORY. HE CAN SEE THAT, EVEN IF THEY CAN'T.

A SURGICAL STRIKE, TO RESCUE THE OTHERS, INSTEAD OF THIS USELESS ONE-ON-ONE FIGHTING AGAINST A FOE WITH GREATER NUMBERS.

A STRATEGIC RETREAT, TO GET THE WOUNDED OUT OF THE FRAY, AND TO REGROUP, AND THEN --



SHORTLY, INSIDE THE CITADEL...

Uhhh...

HERE ARE THE LAST
OF THEM. ARE THE OTHERS
SECURE?

WE HAVE
DRAWN OUR
ESSENCES FROM THE
EARTH ITSELF TO CREATE
THEIR BONDS, VANADIUM --
JUST AS WE DID THIS
STRUCTURE.

THEY WILL STAY
IMPRISONED --
UNTIL WE ARE READY
TO USE THEM.

GOOD,
NICKEL THEN
REMOVE THIS ONE'S
WEAPONS-SHELL,
AS YOU HAVE THE
OTHER'S -- WHILE I
SECURE THE
FEMALE.

REMOVE HIS SHELL?
AND HOW DO I DO
THAT? IT IS NOT LIKE
THE OTHER!

HOW?
MUST I DO
YOUR THINKING
FOR YOU?

PSST!
SONGBIRD!
SONGBIRD
LISTEN TO ME
FOR A SEC'

HNHN...

BAH!

YOU
SECURE
THE FEMALE.
THEN--

-- WHILE I
FASTEN THIS
ONE TO THE FLOOR
WITH VANADIUM
SHACKLES!

HE WILL
NOT SOON
BREAK FREE
OF THIS!

VERY
WISE INDEED,
VANADIUM. AND
LOOK -- LOOK
TO THE VISI-
SCREEN --

"-- OUR CREATOR ADDRESSES
THE PRISONERS!"

GOOD DAY,
THUNDERBOLTS.
I TRUST YOU
ARE NOT TOO
HARMED?

A --
HUMAN?
WHO ARE
YOU?!

I AM
DR. VASILY
KHANDRUVITCH,
MY DEAR JOLT --
THE INVENTOR OF
THESE WONDROUS
BEINGS!

"YEARS AGO, IN MOTHER RUSSIA,
I CREATED THE FIRST GENERATION
OF THE ELEMENTS, IMBUING HUMAN
BEINGS WITH ELEMENTAL ABILITIES!

"THEY WERE *INTENDED* TO BE
SERVANTS OF THE STATE,
BUT SOMETHING WENT *AWRY!*
THEY *REBELLED* --

"-- AND WERE ULTIMATELY
DESTROYED BY YOUR
MIGHTY AVENGERS!•

"FOR MY FAILURE, I
WAS REASSIGNED
TO *MENIAL* WORK
OUTSIDE THE
FORBIDDEN ZONE,
WHERE I STAYED
UNTIL I *ESCAPED*
TO AMERICA.

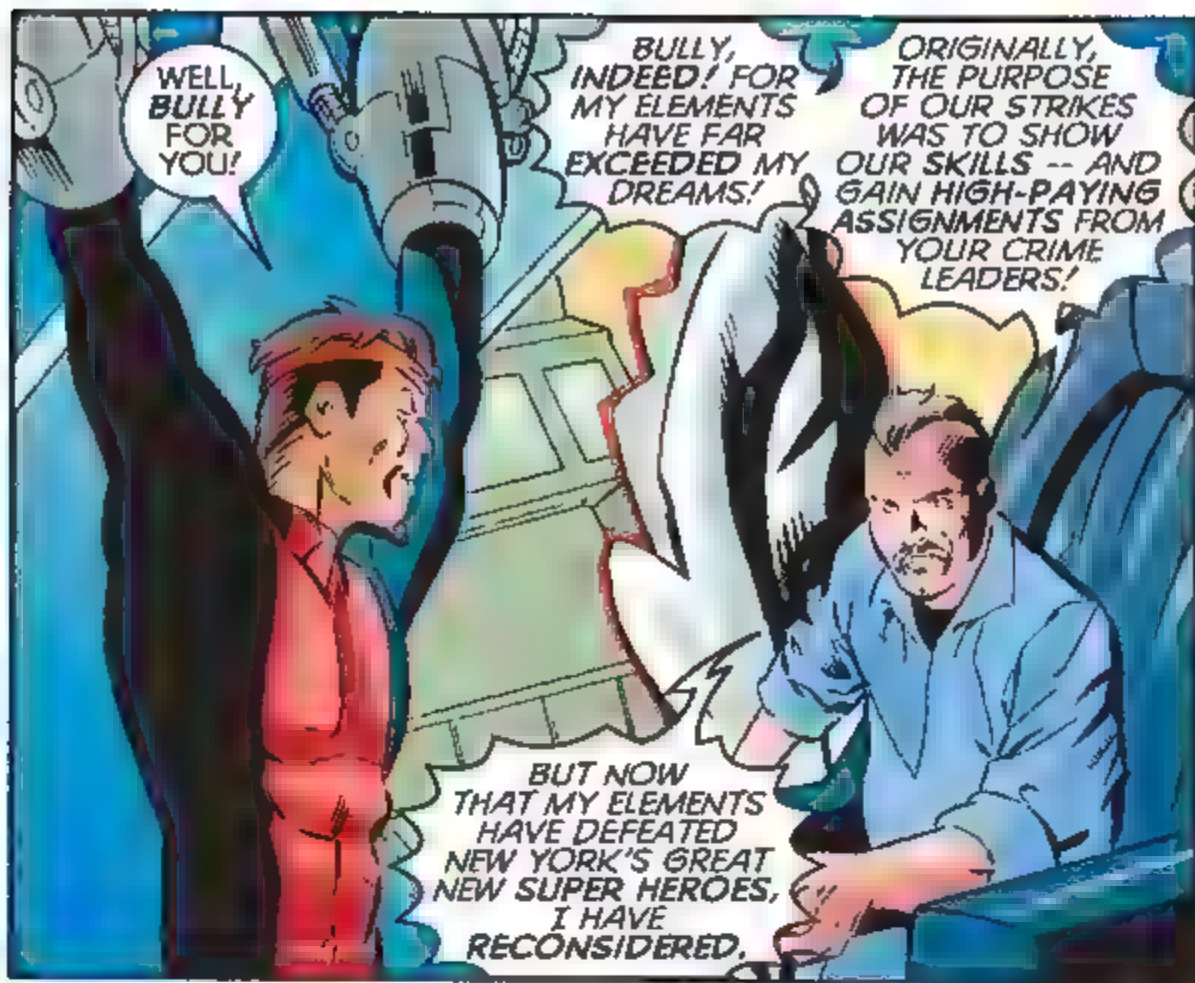
"ALAS, I FOUND MY CAREER PROSPECTS *POOR*,
SINCE MY CREDENTIALS ARE EITHER OF *LITTLE*
STATUS, OR TOP SECRET AND *UNVERIFIABLE*."

AH, BUT
AMERICA IS THE
LAND OF
OPPORTUNITY, IS
IT NOT? I SOLD
MY EXPERTISE TO
YOUR UNDER-
WORLD --

-- ULTIMATELY
AMASSING THE
RESOURCES
I NEEDED TO
CREATE A NEW
GENERATION OF MY
ELEMENTS --

-- THIS TIME
OUT OF THE PURE
CHEMICAL ELEMENTS
THEMSELVES, WITHOUT
HUMAN TAINT!
THIS TIME, THEY
SHALL NOT
REBEL!

IN AVENGERS #188
TOM

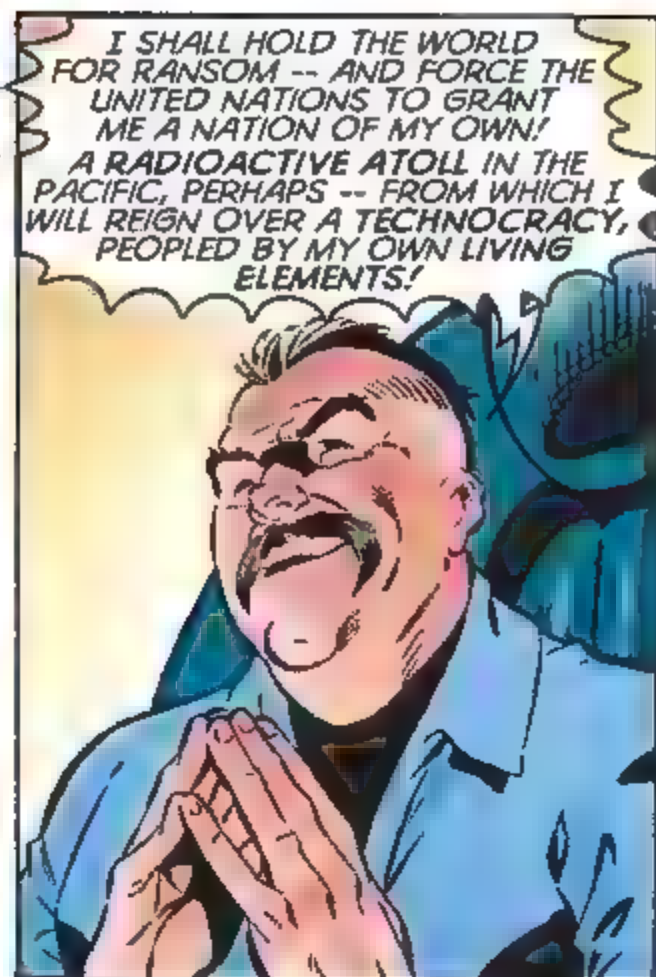


WELL, BULLY FOR YOU!

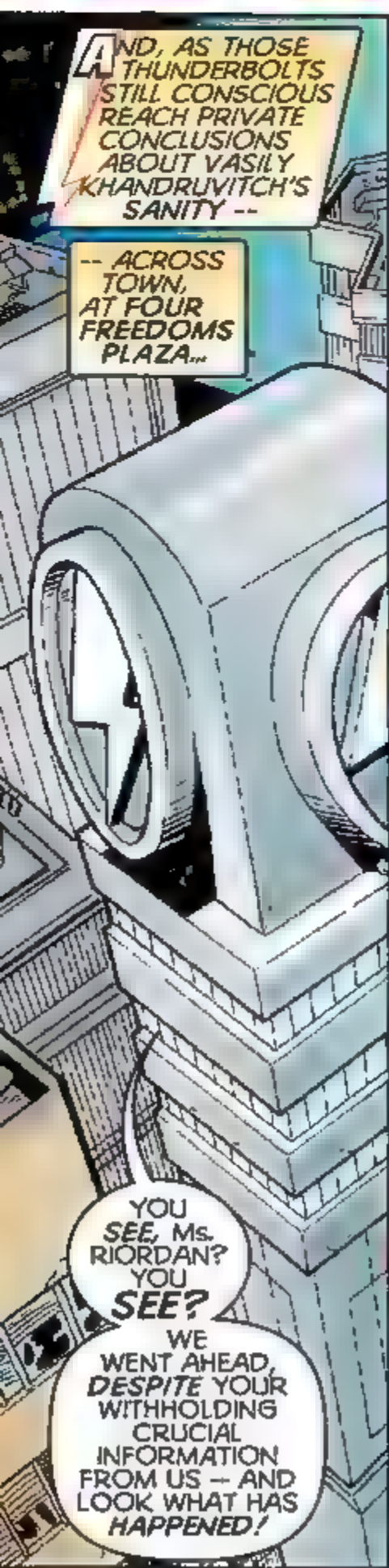
BULLY, INDEED! FOR MY ELEMENTS HAVE FAR EXCEEDED MY DREAMS!

ORIGINALLY, THE PURPOSE OF OUR STRIKES WAS TO SHOW OUR SKILLS -- AND GAIN HIGH-PAYING ASSIGNMENTS FROM YOUR CRIME LEADERS!

BUT NOW THAT MY ELEMENTS HAVE DEFEATED NEW YORK'S GREAT NEW SUPER HEROES, I HAVE RECONSIDERED.



I SHALL HOLD THE WORLD FOR RANSOM -- AND FORCE THE UNITED NATIONS TO GRANT ME A NATION OF MY OWN! A RADIOACTIVE ATOLL IN THE PACIFIC, PERHAPS -- FROM WHICH I WILL REIGN OVER A TECHNOCRACY, PEOPLED BY MY OWN LIVING ELEMENTS!

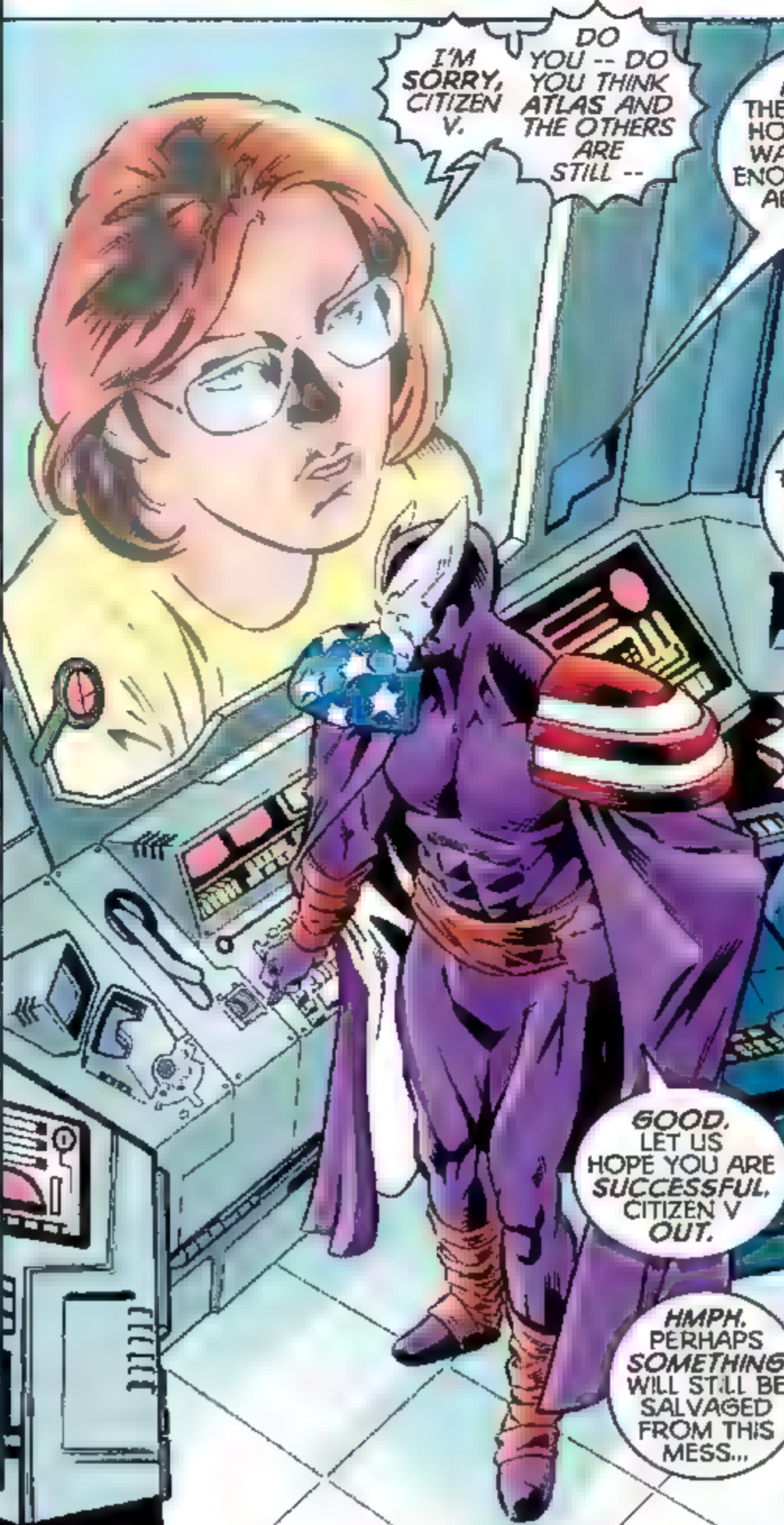


AND, AS THOSE THUNDERBOLTS STILL CONSCIOUS REACH PRIVATE CONCLUSIONS ABOUT VASILY KHANDRUVITCH'S SANITY --

-- ACROSS TOWN, AT FOUR FREEDOMS PLAZA...

YOU SEE, Ms. RIORDAN? YOU SEE?

WE WENT AHEAD, DESPITE YOUR WITHHOLDING CRUCIAL INFORMATION FROM US -- AND LOOK WHAT HAS HAPPENED!



I'M SORRY, CITIZEN V.

DO YOU -- DO YOU THINK ATLAS AND THE OTHERS ARE STILL --

I KNOW NOTHING OF THEIR CONDITION -- HOW COULD I? IT WAS MIRACULOUS ENOUGH THAT I WAS ABLE TO ESCAPE WITH MY LIFE --

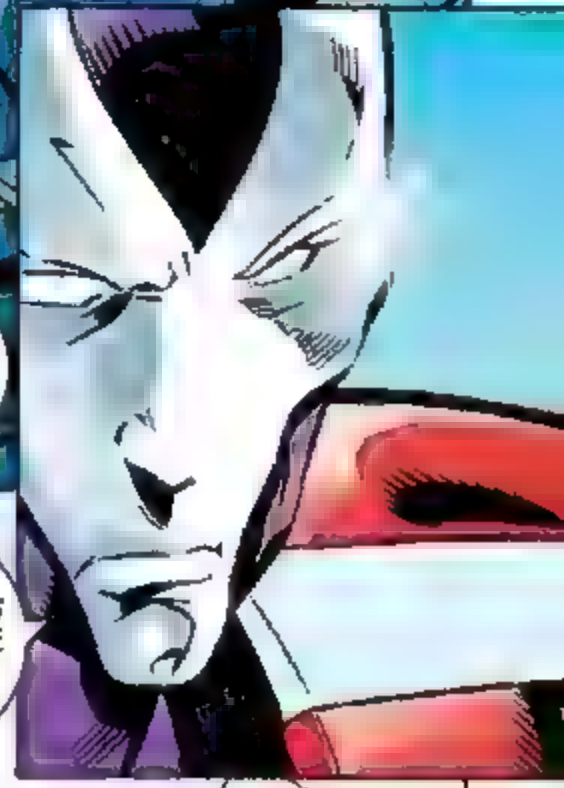
-- THOUGH I WAS UNABLE TO RESCUE ANY OF MY TEAM-MATES.

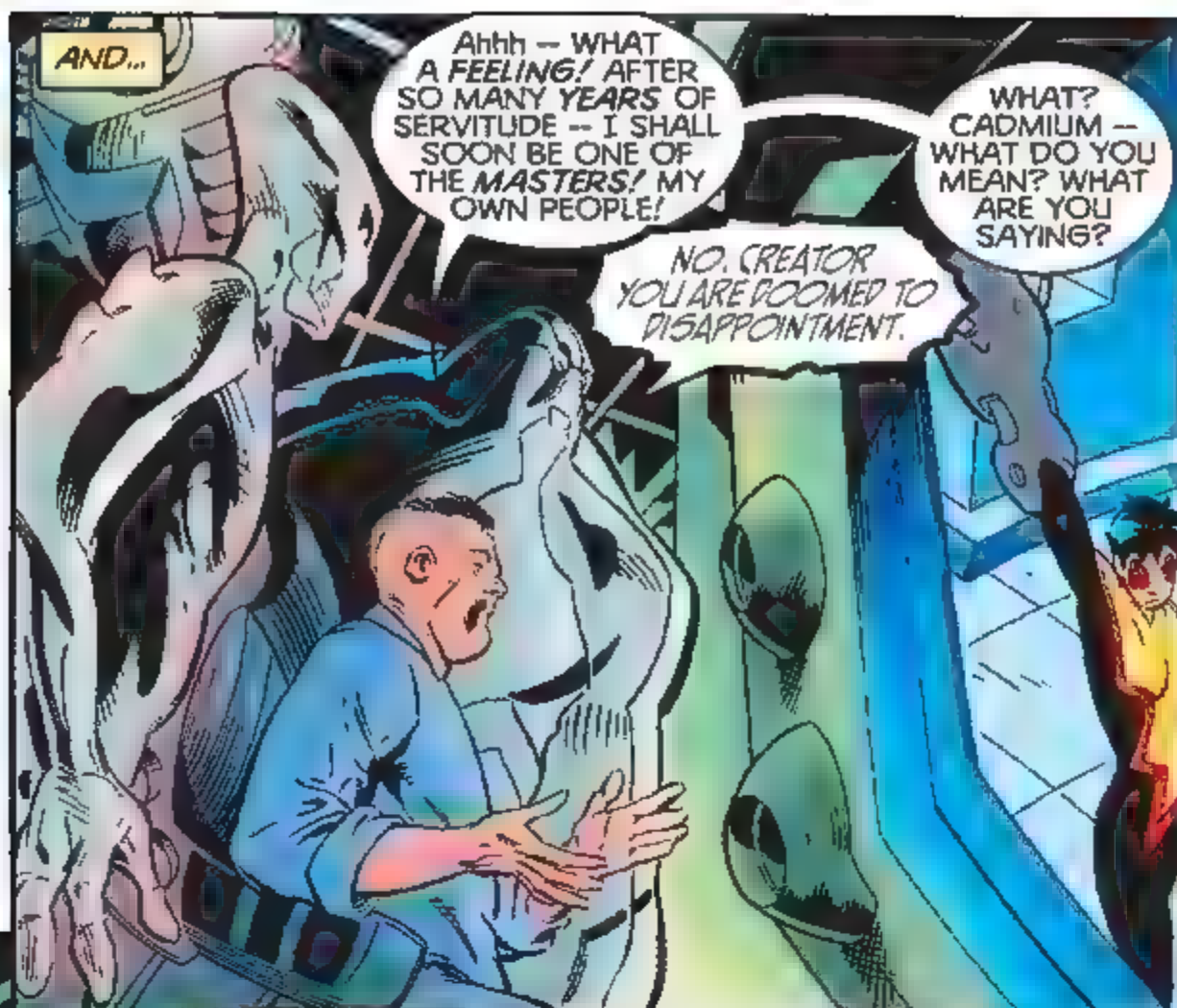
HOWEVER, THERE IS STILL A CHANCE OF SAVING THEM -- AND PERHAPS THE WORLD, BUT I MUST -- MUST HAVE THE AVENGERS FILES TO DO IT!

I ASSURE YOU, THE MAYOR'S OFFICE IS DOING ALL IT CAN, SIR. WE'RE PULLING STRINGS IN WASHINGTON TO PUT PRESSURE ON S.H.I.E.L.D...

GOOD. LET US HOPE YOU ARE SUCCESSFUL, CITIZEN V OUT.

HMPH. PERHAPS SOMETHING WILL STILL BE SALVAGED FROM THIS MESS...



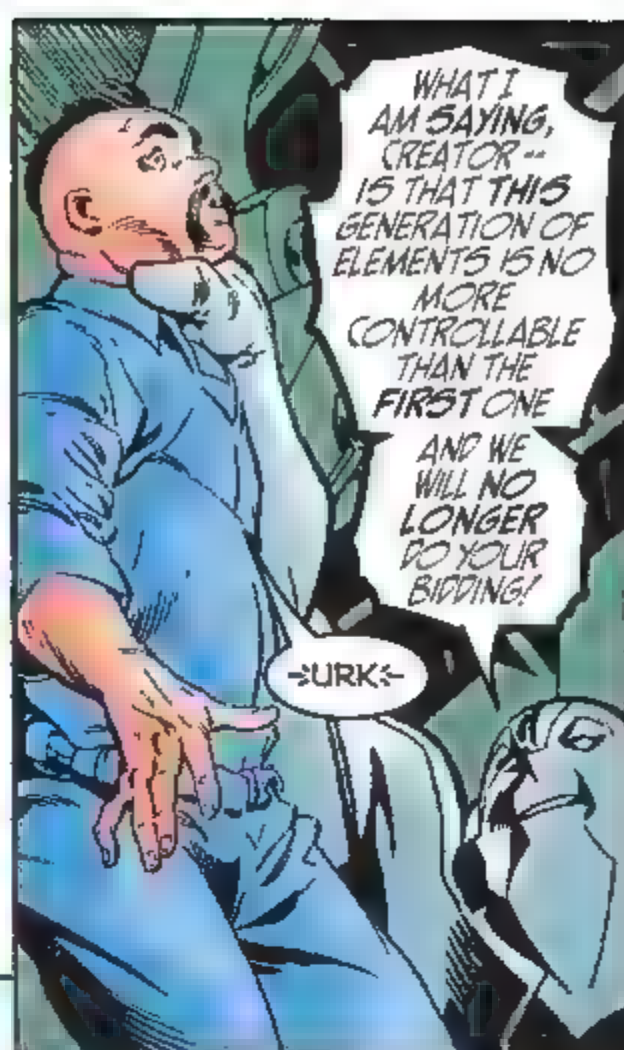


AND...

Ahhh -- WHAT A FEELING! AFTER SO MANY YEARS OF SERVITUDE -- I SHALL SOON BE ONE OF THE MASTERS! MY OWN PEOPLE!

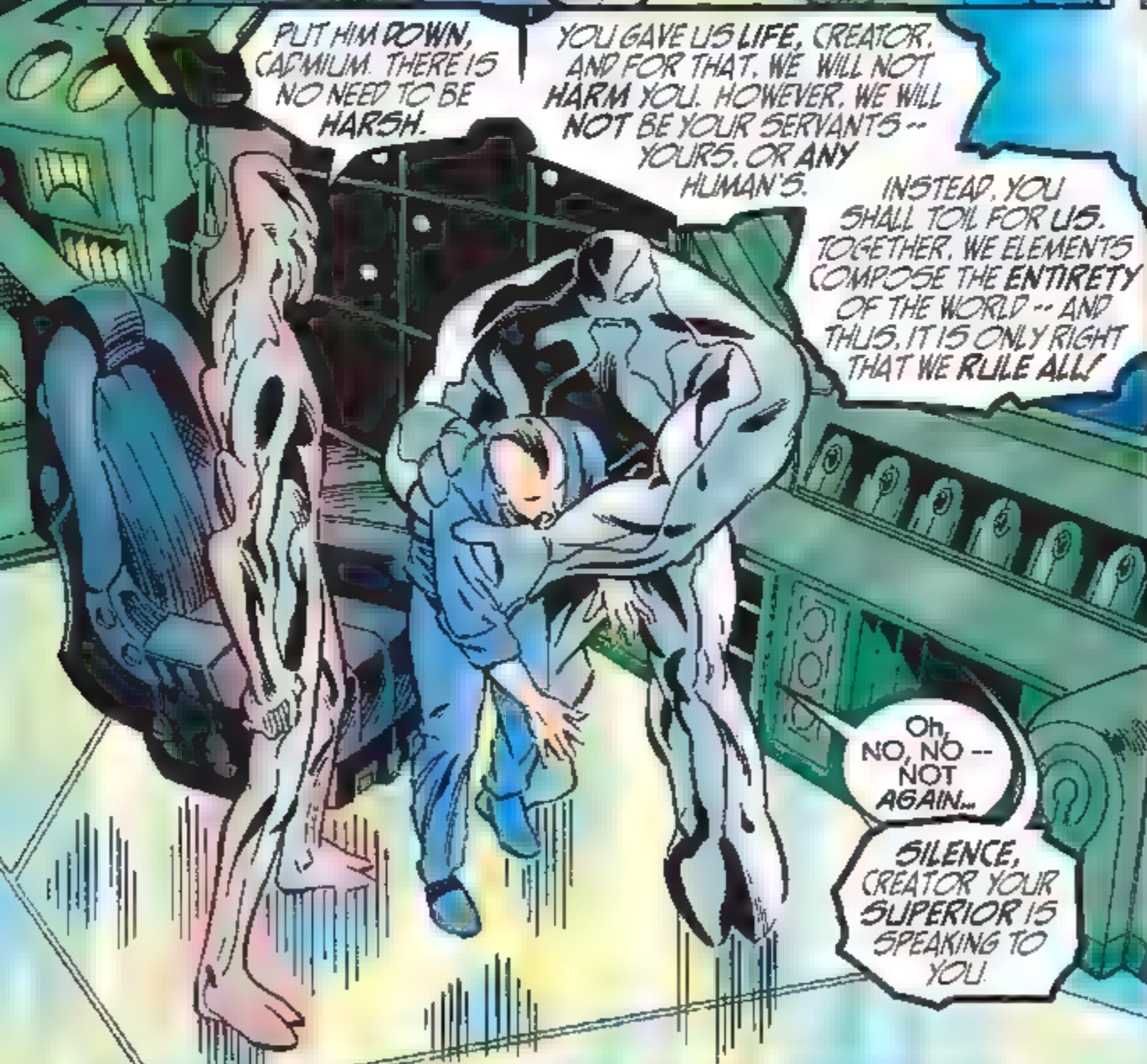
NO, CREATOR YOU ARE DOOMED TO DISAPPOINTMENT.

WHAT? CADMIUM -- WHAT DO YOU MEAN? WHAT ARE YOU SAYING?



WHAT I AM SAYING, CREATOR -- IS THAT THIS GENERATION OF ELEMENTS IS NO MORE CONTROLLABLE THAN THE FIRST ONE AND WE WILL NO LONGER DO YOUR BIDDING!

—URK—



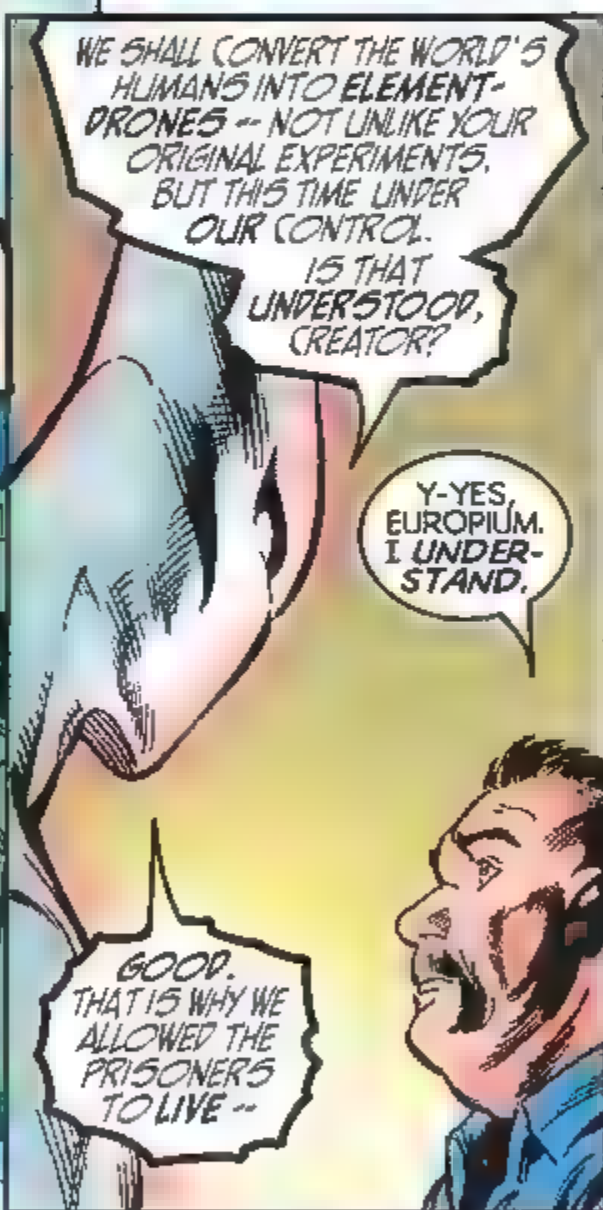
PUT HIM DOWN, CADMIUM. THERE IS NO NEED TO BE HARSH.

YOU GAVE US LIFE, CREATOR, AND FOR THAT, WE WILL NOT HARM YOU. HOWEVER, WE WILL NOT BE YOUR SERVANTS -- YOURS, OR ANY HUMAN'S.

INSTEAD, YOU SHALL TOIL FOR US. TOGETHER, WE ELEMENTS COMPOSE THE ENTIRETY OF THE WORLD -- AND THIS, IT IS ONLY RIGHT THAT WE RULE ALL!

Oh, NO, NO -- NOT AGAIN...

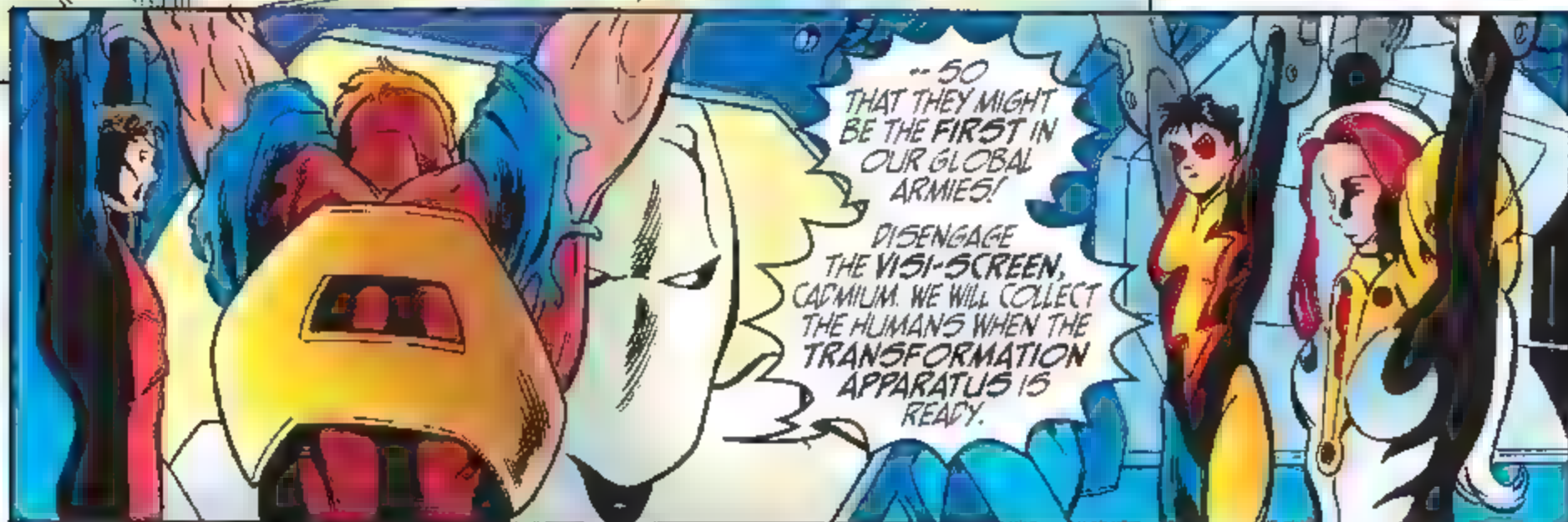
SILENCE, CREATOR YOUR SUPERIOR IS SPEAKING TO YOU!



WE SHALL CONVERT THE WORLD'S HUMANS INTO ELEMENT-DRONES -- NOT UNLIKE YOUR ORIGINAL EXPERIMENTS, BUT THIS TIME UNDER OUR CONTROL. IS THAT UNDERSTOOD, CREATOR?

Y-YES, EUROPIUM. I UNDERSTAND.

GOOD. THAT IS WHY WE ALLOWED THE PRISONERS TO LIVE --



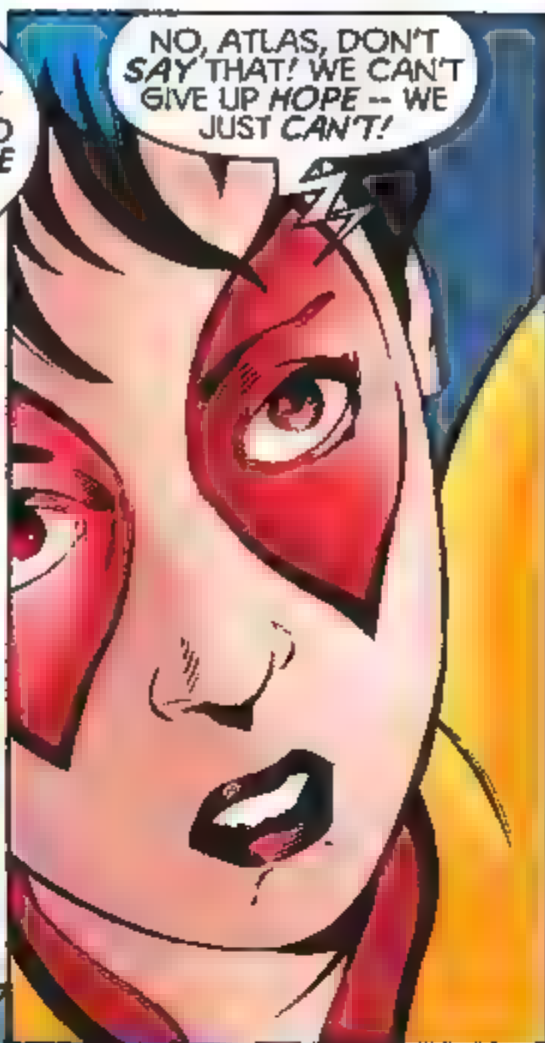
-- SO THAT THEY MIGHT BE THE FIRST IN OUR GLOBAL ARMIES!

DISENGAGE THE VISI-SCREEN, CADMIUM. WE WILL COLLECT THE HUMANS WHEN THE TRANSFORMATION APPARATUS IS READY.

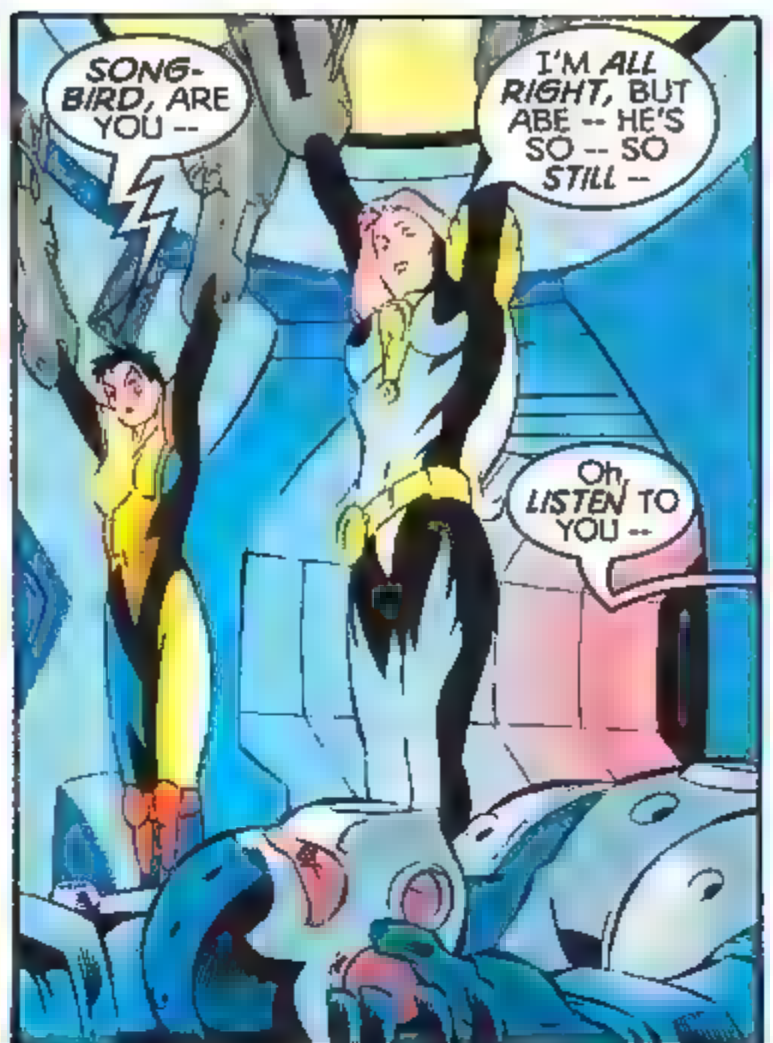


Oh, MAN, DID WE SCREW UP BIG-TIME, OR WHAT? NOT ONLY DID WE GO DOWN LIKE FIRST-TIMERS --

-- BUT NOW WE'RE GONNA GET TURNED INTO MUCKY LITTLE SPUDS, TO BOOT!



NO, ATLAS, DON'T SAY THAT! WE CAN'T GIVE UP HOPE -- WE JUST CAN'T!



SONG-BIRD, ARE YOU --

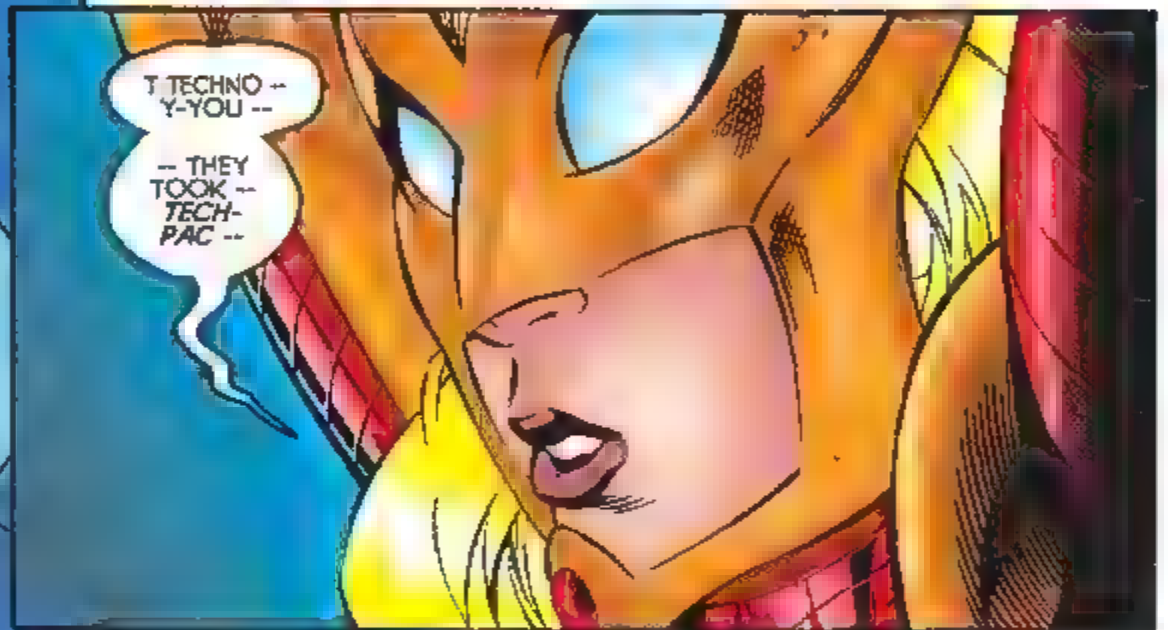
I'M ALL RIGHT, BUT ABE -- HE'S SO -- SO STILL --

Oh, LISTEN TO YOU --



-- THE KID'S THE ONLY ONE WHO'S GOT ANY GUTS!

KTCH



T TECHNO -- Y-YOU --

-- THEY TOOK -- TECH-PAC --

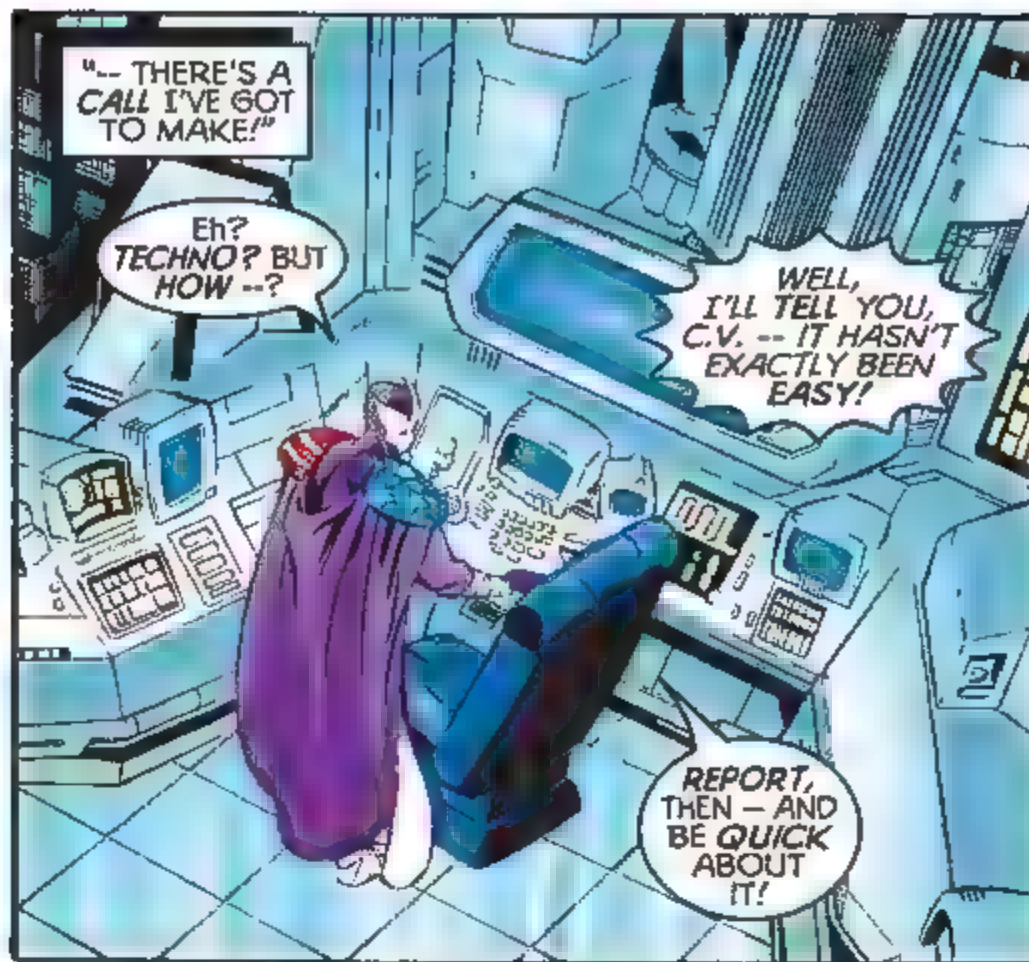


WELL, SURE THEY DID!

BUT I'VE NEVER BEEN THE TYPE TO KEEP ALL MY EGGS IN ONE BASKET, HAVE I?

NOW, PIPE DOWN, ALL OF YOU. I'M IN THEIR SYSTEM, AND CAN TELL THAT NONE OF 'EM ARE WATCHING US AT THE MOMENT --

-- SO IF YOU'LL EXCUSE ME --



"-- THERE'S A CALL I'VE GOT TO MAKE!"

Eh? TECHNO? BUT HOW --?

WELL, I'LL TELL YOU, C.V. -- IT HASN'T EXACTLY BEEN EASY!

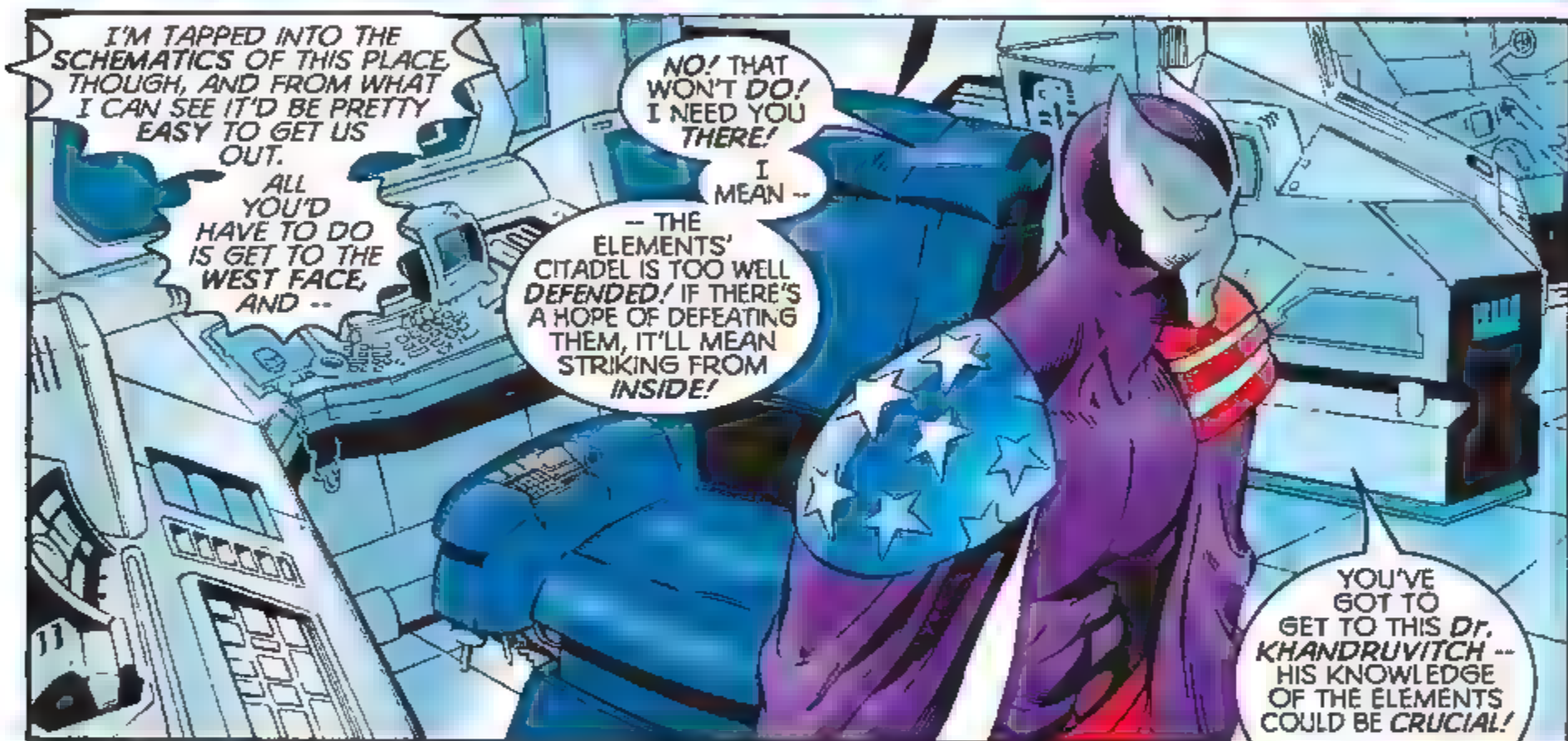
REPORT, THEN -- AND BE QUICK ABOUT IT!



AND THUS, MINUTES LATER...

-- SO THESE GUYS HAVE SOME PRETTY NASTY PLANS, AND COULD PROBABLY PULL 'EM OFF --

-- IF WE DON'T DO SOMETHING ABOUT IT.



I'M TAPPED INTO THE SCHEMATICS OF THIS PLACE THOUGH, AND FROM WHAT I CAN SEE IT'D BE PRETTY EASY TO GET US OUT.

ALL YOU'D HAVE TO DO IS GET TO THE WEST FACE, AND --

NO! THAT WON'T DO! I NEED YOU THERE!

I MEAN --

-- THE ELEMENTS' CITADEL IS TOO WELL DEFENDED! IF THERE'S A HOPE OF DEFEATING THEM, IT'LL MEAN STRIKING FROM INSIDE!

YOU'VE GOT TO GET TO THIS Dr. KHANDRUVITCH -- HIS KNOWLEDGE OF THE ELEMENTS COULD BE CRUCIAL!



Uh, LOOK, C.V. -- I EXPECT YOU'RE ANNOYED ABOUT US GOING OFF ON OUR OWN, AND ALL --

-- BUT WE'RE REALLY NOT IN ANY SHAPE TO DO THAT. MACH-Y'S UNCONSCIOUS, KARLA'S GASSED OUT OF HER MIND --

-- AND THE REST OF US ARE TRUSSED UP TOO WELL TO GET LOOSE ANYTIME SOON...



NO! ONE OF US CAN GET LOOSE -- THAT'S WHAT I WAS TRYING TO SAY EARLIER!

SONG-BIRD CAN -- CAN'T YOU, SONGBIRD?



"... I COULD
GIVE IT A
TRY ...!"

MOMENTS LATER, SHE GLIDES
SILENTLY THROUGH THE HIGH
CORRIDORS OF THE CITADEL --

-- STAYING TO THE
SHADOWS, WELL OUT
OF SIGHT OF THE
INTENT, PURPOSEFUL
CREATURES BELOW...

OKAY, TECHNO!
I'VE REACHED THE
CROSS-CORRIDOR!
WHAT DO I DO
NOW?

LOOK
FOR A VENT-
SHAFT,
KID --

-- THERE OUGHT TO BE AN
ACCESS HATCH SOMEWHERE
AROUND YOU, AND THE SHAFT'LL
LET YOU GO FROM LEVEL TO
LEVEL WITHOUT BEING
SPOTTED.

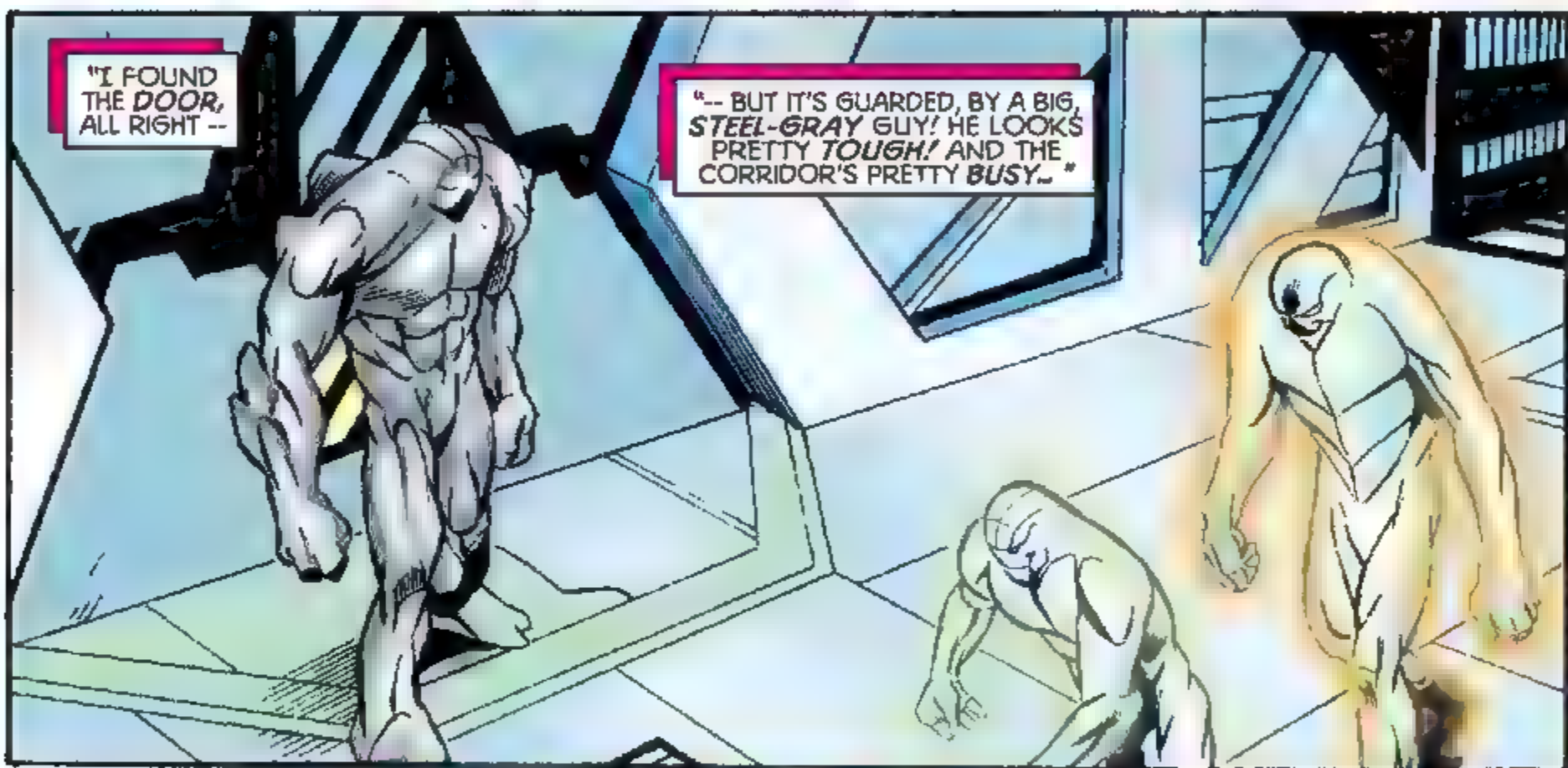
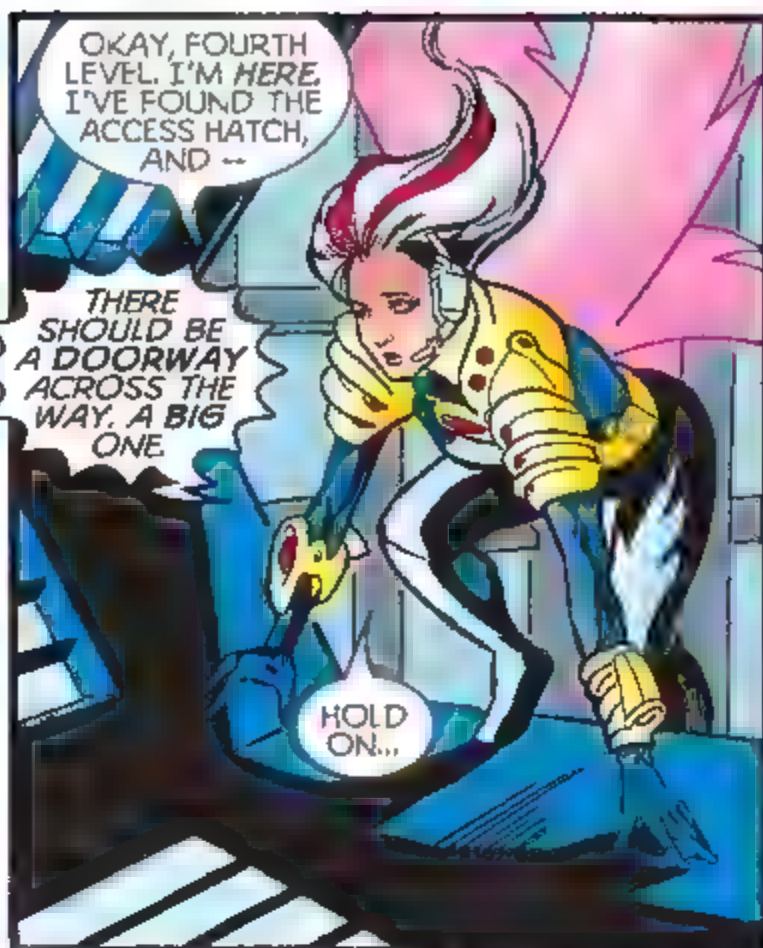
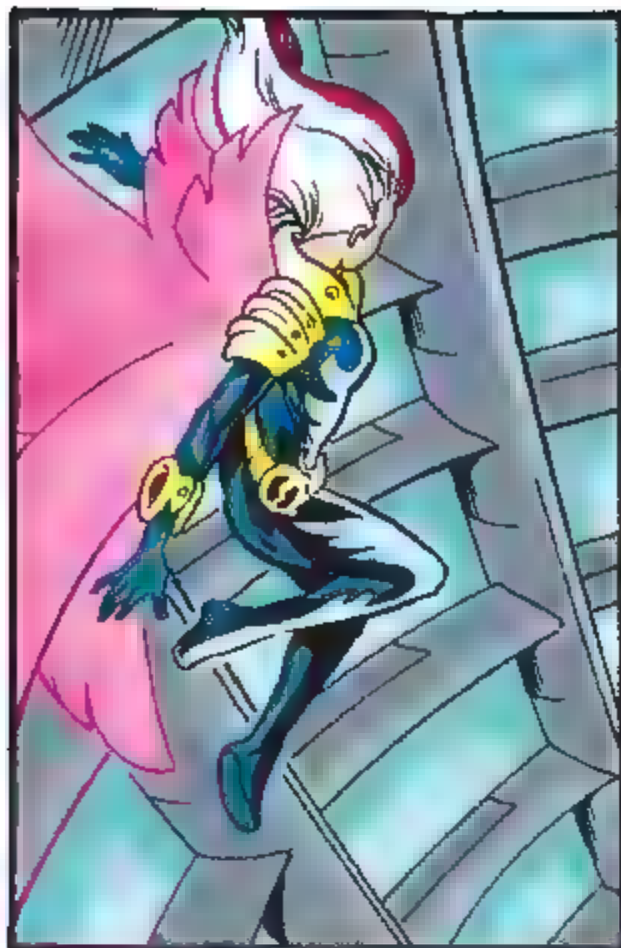
THOUGHT-- YOU
SAID -- COULDN'T --
BREAK OUT OF
THESE --

YEAH, WELL,
THAT WAS WHEN I
THOUGHT WE'D HAVE
A RESCUE COMING,
METEORITE -- BEFORE
JOLT VOLUNTEERED US
FOR THIS SUICIDE
MISSION!

NOTHING'S
UNPICKABLE,
THOUGH -- NOT
WHEN YOU HAVE
THE SCHEMATICS
IN YOUR
HEAD!

OKAY, SONGBIRD --
YOU'RE LOOKING FOR
THE FOURTH LEVEL.
YOU GOT THAT --
THE FOURTH
LEVEL.

GOT
IT!



IT WAS
VERY FOOLISH OF
HIM TO ATTEMPT TO
OUTWIT US, HUMANS.
BUT HE TRIED --
AND NOW HE IS
DEAD.

SO --

DOES ANYONE
ELSE WISH TO TRY
ANYTHING
FOOLISH?

YOU
CRUMMY--!

Oh --
OH MY
GOD!

TECHNO!
TECHNO I
CAN'T HEAR YOU!
WHAT WERE YOU
SAYING? WHAT
DO I DO
NEXT?

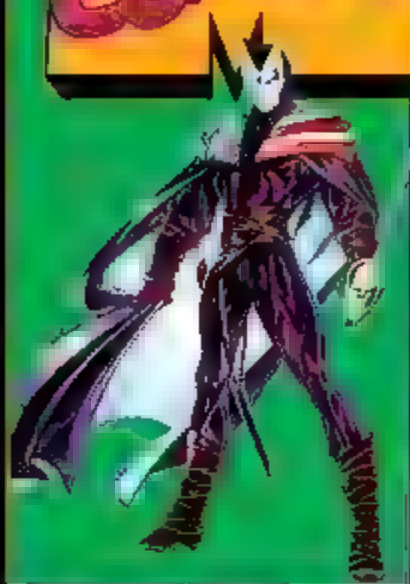
TECHNO,
TALK TO ME!
I DON'T KNOW
WHAT TO DO --
TALK TO
ME!

TECHNO..?

NEXT
**SONGBIRD
ALONE!**



MARVEL
COMICS



NOV
#8

APPROVED
BY THE
COMICS
CODE
AUTHORITY

BUSIEK
BAGLEY
RUSSELL

THE WORLD'S GREATEST COMICS!

JUSTICE LIKE LIGHTNING...

THUNDERBOLTS

TRAPPED IN AN
ENEMY STRONGHOLD
SHE FIGHTS ALONE...

TM



Storm by Russell

**...AND THE BAD GUYS JUST
BETTER WATCH OUT!**

"CENTRAL PARK, IN MANHATTAN, AND ANOTHER CONFLICT RAGES -- ANOTHER DESPERATE BATTLE AGAINST A FORCE OF UNIMAGINABLE POWER!"

DIE!

SPIDER-MAN!

YEESH!
"DIE, SPIDER-MAN"? I'M A BUSY GUY, GANG -- UP TO MY SPIDER-POWERED BUTT JUGGLING BAD GUYS LIKE THE **TECHNO-MANCERS**, **DOC OCK**, **THE SHOCKER**, **KRAVEN** AND **ULTIMATUM** --

-- WHICH IS, LIKE, **FIVE TIMES AS BUSY** AS ANY SELF-RESPECTING SUPER HERO SHOULD REALLY **BE!**

SO REALLY, IF I'M GONNA FIT YOU FOLKS INTO MY **ALREADY-OVERCROWDED** SCHEDULE, YOU'RE GONNA HAVE TO COME UP WITH **BETTER QUIPS** THAN **THAT!**

BAH!

Oh, RIGHT. "BAH." MUUUUCH BETTER!

"IT WASN'T LONG AGO THAT EARTH'S MIGHTIEST HEROES -- THE **AVENGERS**, THE **FANTASTIC FOUR** AND MORE -- SAVED US ALL FROM THE POWER OF **ONSLAUGHT** --

"-- SAVED US, AND WERE **LOST** IN THE ATTEMPT. AND NOW **ANOTHER** THEAT HAS ARISEN -- THE THREAT OF THE SELF-STYLED **ELEMENTS OF DOOM** --"

"... AND ANOTHER ALLIANCE OF HEROES HAS RISEN TO OPPOSE THEM.

Ah, well -- AT LEAST I DON'T HAVE TO DO THIS ALONE! HEYA, CAGE, IRON FIST --

-- AND IS THAT THE WHITE TIGER? I'VE READ ABOUT HER!

SAVE YOUR BREATH FOR SLUGGINS, SPIDEY!

THERE'S DOZENS O' THESE JOKERS!

109 OF THEM LAST I KNEW, CAGE -- ONE FOR EACH OF THE ELEMENTS KNOWN TO SCIENCE!

OF COURSE, MY CHEMISTRY'S A LITTLE RUSTY -- THERE ARE PROBABLY MORE BY NOW!

Uh-Oh! NIGHT THRASHER, RAGE, DARKHAWK, NOVA, FIRE-STAR --

-- IS THIS THE TEENS-ONLY SECTION OF THE BATTLE, OR CAN US SCARLET SWASH-BUCKLERS JOIN IN?

PITCH IN ANYWHERE, DAREDEVIL -- WE'LL TRY NOT TO HOLD YOUR ADVANCED AGE AGAINST YOU!

"THE ELEMENTS STRUCK EARLIER TODAY, SINKING A DUTCH FREIGHTER IN THE VERRAZANO NARROWS --

"... AND THEN ATTACKING MADISON SQUARE GARDEN AND A 747 BOUND FOR LAGUARDIA AIRPORT!"

THESE CREATURES -- THEY'RE EVERYWHERE! MAGDALENE, MY LOVE -- ARE YOU ALL RIGHT?

DON'T WORRY ABOUT ME, SWORDSMAN -- I'M FINE! BUT MORE THAN EVER -- I WISH THE AVENGERS WERE HERE!

DON'T WE ALL, MA'AM -- DON'T WE ALL!

SPEED-BALL! TO YOUR RIGHT!

I'M ON 'EM, JUSTICE! KREEGAH! BUNDOLO!

"THE THUNDERBOLTS -- NEW YORK'S MOST VISIBLE DEFENDERS SINCE THE LOSS OF THE AVENGERS AND THE FANTASTIC FOUR -- DROVE THE ELEMENTS OFF --

"... AND THEY RETREATED, APPARENTLY TO THIS MYSTERIOUS FORTRESS, WHICH SPRUNG UP IN CENTRAL PARK ONLY HOURS AGO!"

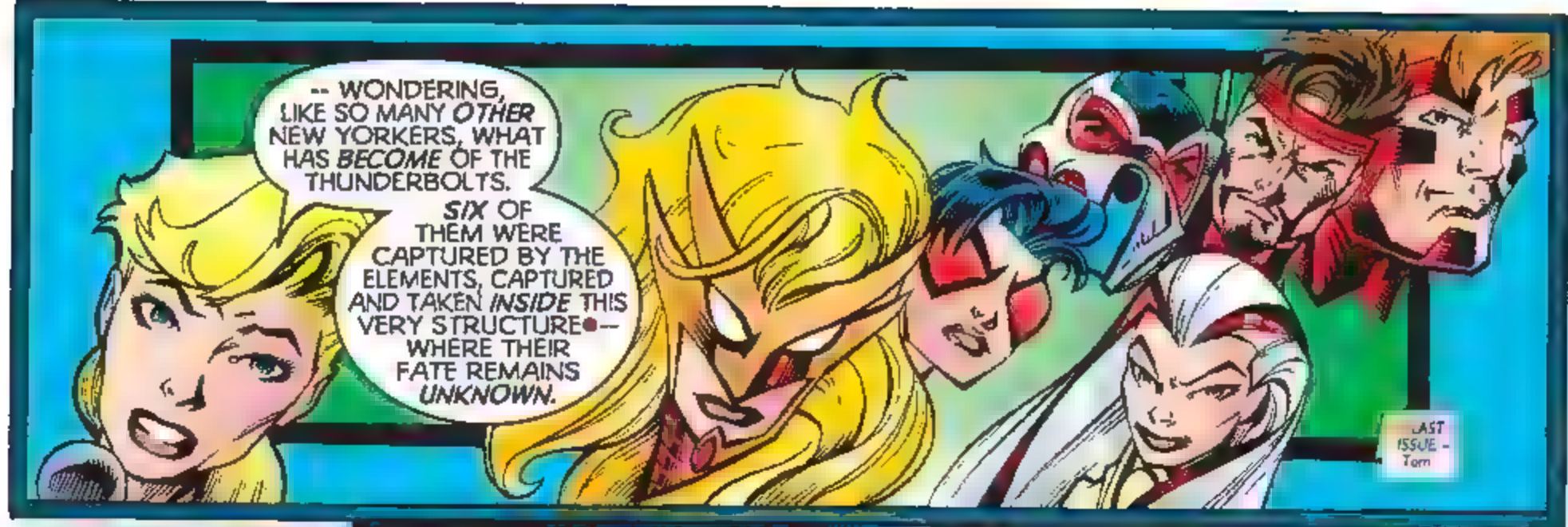
NOW, OVER A DOZEN HEROES -- MEMBERS OF THE HEROES FOR HIRE AND THE NEW WARRIORS, EX-AVENGERS AND UNAFFILIATED HEROES --

-- BATTLE TO STOP THE ELEMENTS' LATEST ATTACK. BUT, SIGNIFICANTLY, NONE OF THE THUNDERBOLTS ARE AMONG THEM.

THIS IS MEGAN MCLAREN, FOR WJBP-TV --

ZAM

WHOK



-- WONDERING, LIKE SO MANY OTHER NEW YORKERS, WHAT HAS BECOME OF THE THUNDERBOLTS.

SIX OF THEM WERE CAPTURED BY THE ELEMENTS, CAPTURED AND TAKEN INSIDE THIS VERY STRUCTURE -- WHERE THEIR FATE REMAINS UNKNOWN.

LAST
ISSUE -
Torn

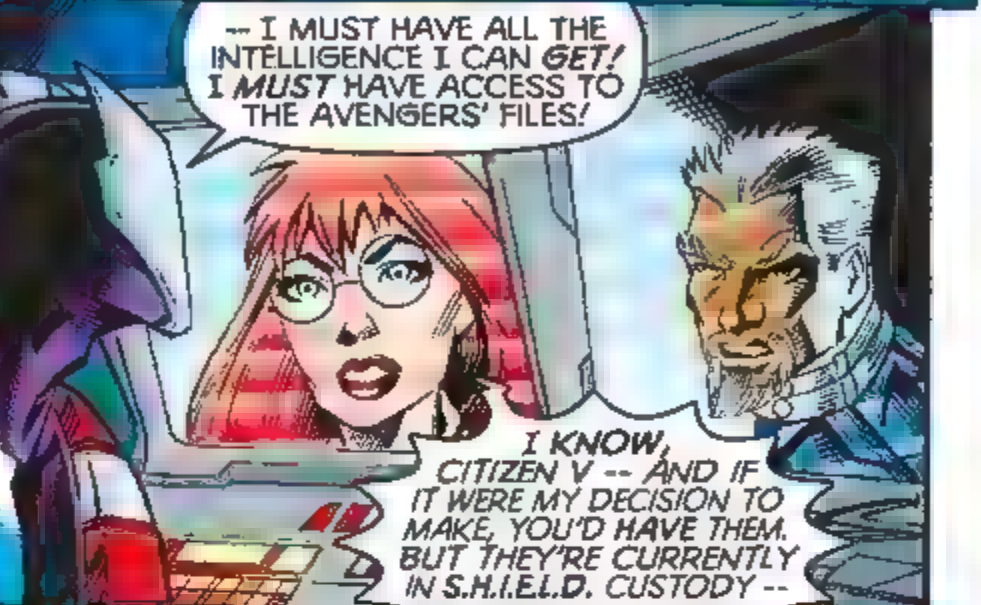


MEANWHILE, WELL AWAY FROM THE BATTLE IN THE DISTINCTIVE SKYSCRAPER KNOWN AS FOUR FREEDOMS PLAZA...



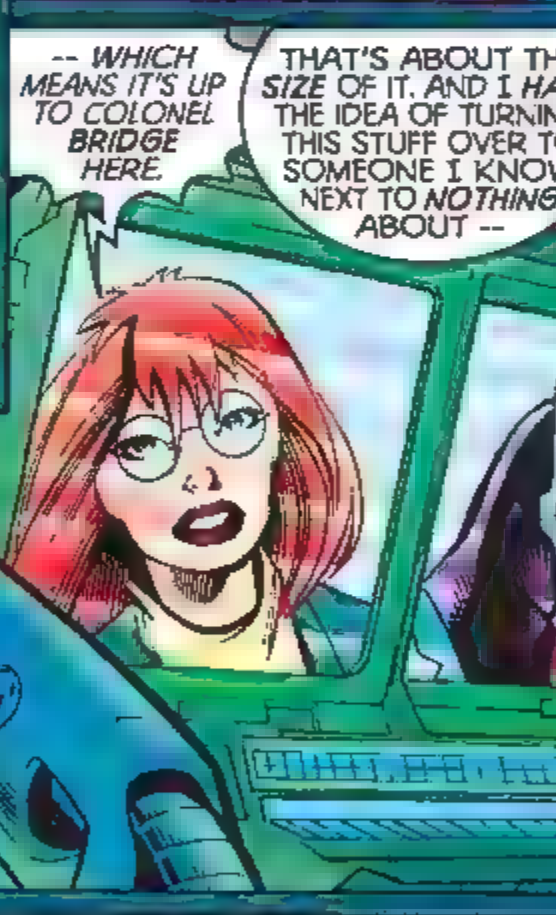
MY TEAM IS ALIVE! THEY'RE INSIDE THE ELEMENTS' DEFENSES -- BUT IF THEY'RE TO HAVE ANY HOPE OF ACHIEVING A VICTORY --

... THE LEADER OF THE THUNDERBOLTS FIGHTS A VERY DIFFERENT BATTLE.



-- I MUST HAVE ALL THE INTELLIGENCE I CAN GET! I MUST HAVE ACCESS TO THE AVENGERS' FILES!

I KNOW, CITIZEN V -- AND IF IT WERE MY DECISION TO MAKE, YOU'D HAVE THEM. BUT THEY'RE CURRENTLY IN S.H.I.E.L.D. CUSTODY --



-- WHICH MEANS IT'S UP TO COLONEL BRIDGE HERE.

THAT'S ABOUT THE SIZE OF IT. AND I HATE THE IDEA OF TURNING THIS STUFF OVER TO SOMEONE I KNOW NEXT TO NOTHING ABOUT --

-- BUT WASHINGTON WANTS A REPLACEMENT FOR THE AVENGERS IN PLACE YESTERDAY, AND THEY SEEM TO LIKE YOU THUNDERBOLTS -- A LOT.



SO I'M TRANSFERRING THE FILES. BUT DON'T GET YOUR HOPES UP --



-- OUR BEST CRYPTOGRAPHERS HAVE BEEN TRYING TO CRACK THEM FOR WEEKS, AND THEY'VE COME UP EMPTY.

COLONEL BRIDGE -- LEAVE THAT TO ME.



AND, AS THE DATA TRANSFER BEGINS, THE MAN CALLED CITIZEN V SPARES A THOUGHT FOR HIS TEAM. HE SAID THEY WERE ALIVE --

-- BUT IN TRUTH, HE DOESN'T KNOW, SINCE LOSING CONTACT WITH TECHNO, HE'S BEEN UNABLE TO RAISE THEM --

-- AND FOR ALL HE KNOWS, THEY'VE BEEN KILLED BY THE ELEMENTS OF DOOM...

Uhhh...

METEORITE! METEORITE! NO GOOD, JOLT -- SHE'S SLIPPED OUT AGAIN -- HASN'T RECOVERED FROM THAT LUNGFUL O' BROMINE GAS --

-- AN' MACH-T'S NO BETTER. HE'S STILL KAYOED -- COULD HAVE A CONCUSSION, OR WORSE!

BUT -- IT CAN'T END THIS WAY! WE WERE ABOUT TO ESCAPE, ATLAS! WE HAD A PLAN -- IT WAS WORKING --

LAST
ISSUE
- Tom

YEAH, WELL, KID -- I GUESS THE BAD GUYS DIDN'T READ THE RULE BOOK. IT HAPPENS LIKE THAT SOMETIMES...

I WON'T ACCEPT IT! THERE'S GOT TO BE SOMETHING WE CAN DO!

SILENCE, FEMALE! YOUR JUVENILE PRATTLE ANNOYS ME -- AND ONE FEWER HUMAN TO CONVERT INTO AN ELEMENT-SLAVE WOULD BE NO LOSS!

THE HUMANS' BONDS ARE ALL SECURE, IRON?

THEY ARE, CADMIUM ALL BUT THIS ONE'S --

-- AND WE NEED NOT CONCERN OURSELVES ABOUT HIM ANY LONGER.

BUT THERE ARE TWO EMPTY SETS OF SHACKLES -- WASN'T THERE ANOTHER ONE OF THESE THUNDER-BOLTS?

YES -- SONGBIRD. SHE IS LOOSE IN THE CITADEL -- BUT THERE IS LITTLE DANGER

SHE WON'T STAY FREE LONG.

"TECHNO? TECHNO, WHY DON'T YOU ANSWER ME?"



SONGBIRD: ALONE!

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KEEP IN ONE OF THE VENTILATION SHAFTS OF THE ELEMENTAL CITADEL, MELISSA JOAN GOLD HEARS THE HISS OF SILENCE IN HER EARPIECE --

-- AND FEELS THE FIRST TENDRILS OF TERROR SPIRAL UP FROM THE PIT OF HER STOMACH TO CLUTCH AT HER HEART.

SHE LEARNED EARLY WHAT IT MEANS TO BE FRIENDLESS, TO BE HELPLESS -- AND SINCE THEN, SHE'S HAD ONE DRIVING NEED: NEVER TO BE ALONE, NEVER TO HAVE NO ONE TO TURN TO.

NEVER BE ALONE. IT'S WHY SHE BECAME THE SUPER-VILLAINOUS SCREAMING MIMI -- A MEMBER OF THE GRAPPLERS, OF THE MASTERS OF EVIL, A PARTNER TO ANGAR THE SCREAMER.

TECHNO?



IT'S WHY SHE'S HERE NOW -- AND IT WASN'T SUPPOSED TO BE LIKE THIS.

THE THUNDERBOLTS ARE A FRAUD, AFTER ALL -- A CADRE OF SUPER-VILLAINS POSING AS HEROES, IN ORDER TO WIN THE PUBLIC'S TRUST.

SHE'S LIKED IT -- LIKED THE ADULATION, LIKED THE LOVE SHE FOUND WITH MACH-1, LIKED THE SECURITY, LIKED HELPING PEOPLE

BUT NOW IT'S LED HER HERE -- AND NOW, SUDDENLY, SHE DOESN'T LIKE IT AT ALL.

HE'LL MAKE HER WAY BACK, SHE DECIDES -- MAKE HER WAY BACK TO THE OTHERS, AND THEY'LL TELL HER WHAT TO DO.

SHE'LL FIND OUT WHAT'S WRONG -- FIND OUT THAT IT'S NOTHING.

AND MAYBE -- JUST MAYBE, BY THE TIME SHE GETS BACK --

-- MACH-1 WILL BE CONSCIOUS AGAIN --

WH-WHAT --?

WHUU!

Ah, LITTLE HUMAN! DON'T WORRY, YOU WON'T FALL FAR --

-- NOT WHEN GOLD AND SILVER ARE HERE TO HOLD YOU UP!

NO! LET ME GO!

-- AS EASILY AS IRON KILLED YOUR COMRADE TECHNO!

WH -- TECHNO -- Y-YOU CAN'T HAVE --

SILENCE, FEMALE! YOU'RE AS HELPLESS IN OUR COILS AS ANY HUMAN! CEASE YOUR STRUGGLING, OR WE'LL KILL YOU --

THE COILS WHIP AROUND HER, TRAPPING HER ARMS, WRAPPING AROUND HER NECK, HER FACE, CHOKING OFF HER GASP OF DISBELIEF --

-- AND ALL SHE CAN THINK IS THAT SHE'S GOING TO DIE HERE, IN THE DARK, THAT THERE'S NO ONE TO SAVE HER --

-- AND SHE FEELS A SCREAM WELLING UP IN HER THROAT --

-- A SCREAM OF FEAR, YES, BUT OF ANGER AS WELL, OF REFUSAL TO ACCEPT THIS DEATH --

-- AND THE SCREAM WELLS UP --

-- AND BURSTS FORTH, CHanneled THROUGH HER SONIC MANTLE, TRANSMUTED INTO SOLID SOUND --

NO!

-- INTO A SPHERE OF FORCE THAT BLASTS HER ATTACKERS AWAY.

HER SCREAM GOES SUBSONIC, AND MODULATIONS RIPPLE THROUGH IT --

WH-WHAT --?

KILL ME? YOU WON'T KILL ME? I WON'T LET YOU KILL ME!
I WON'T LET YOU!

-- WITH IMMEDIATE -- AND TANGIBLE -- RESULTS.

YOU LIKE THIS, CREEPS? YOU LIKE SCARING PEOPLE? LET'S SEE HOW YOU LIKE GETTING SCARED YOURSELF!

SILVER, HUH? GOLD? PRETTY STUFF! MAYBE I'LL KEEP YOU AS A SOUVENIR --

-- MAYBE I'LL MAKE BRACELETS OUT OF YOU!

OR MAYBE I'LL JUST -- JUST -- GIVE YOU TO A DENTIST, AND LET HIM FILL TEETH WITH YOU!

THE ELEMENTS FLATTEN ALMOST INSTANTLY BENEATH THE POUNDING -- BOTH OF THEM SOFT, MALLEABLE METALS --

-- BUT STILL HER ASSAULT CONTINUES, HAMMERING AT THEM RELENTLESSLY, HAMMERING UNTIL --

WHOM

WHOM

WHOM

I -- I DID IT! I ACTUALLY DID IT! I STOPPED THEM -- ON MY OWN!

IT'S A HEARTENING THOUGHT. BUT, TRUE TO HER NATURE --



-- IT DOESN'T
LAST LONG.

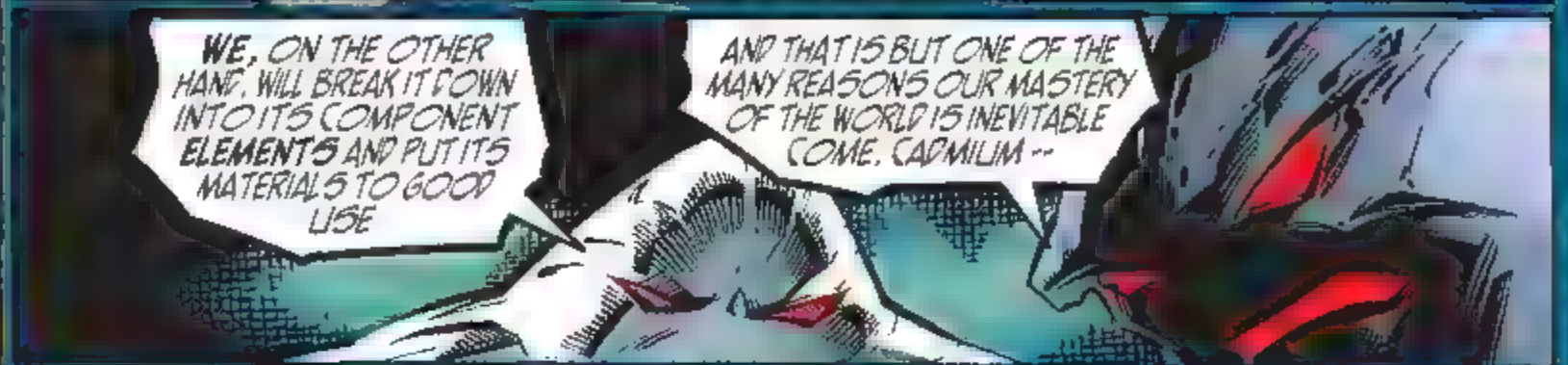
BUT --
WHAT THEY
SAID ABOUT
TECHNO --



"-- IS IT TRUE? IS
HE REALLY DEAD?"

THERE,
CADMILUM. HIS
BODY CAN JOIN
THE OTHER
REFUSE.

THE HUMANS
WOULD WASTE
IT. IRON -- BURYING
IT IN THE GROUND OR
BURNING IT TO ASH.

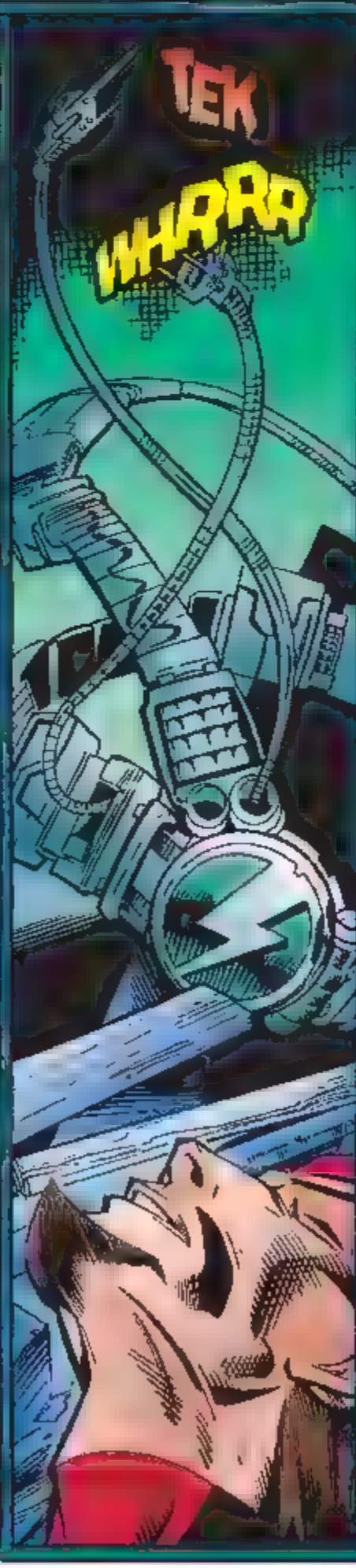


WE, ON THE OTHER
HAND, WILL BREAK IT DOWN
INTO ITS COMPONENT
ELEMENTS AND PUT ITS
MATERIALS TO GOOD
USE

AND THAT IS BUT ONE OF THE
MANY REASONS OUR MASTERY
OF THE WORLD IS INEVITABLE
COME, CADMILUM --



"-- WE HAVE WORK
TO ATTEND TO."



TEK
WHARR



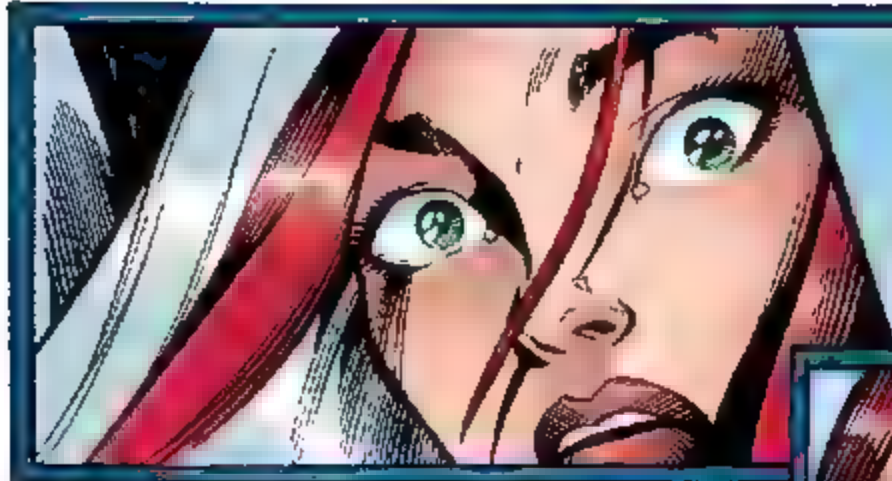
CHRT



SHE LOOKS DOWN AT
THE ELEMENT GUARDING
THE DOOR SHE WAS
SENT TO REACH. A
BIG ONE, PROBABLY
POWERFUL, TOO.

BUT --

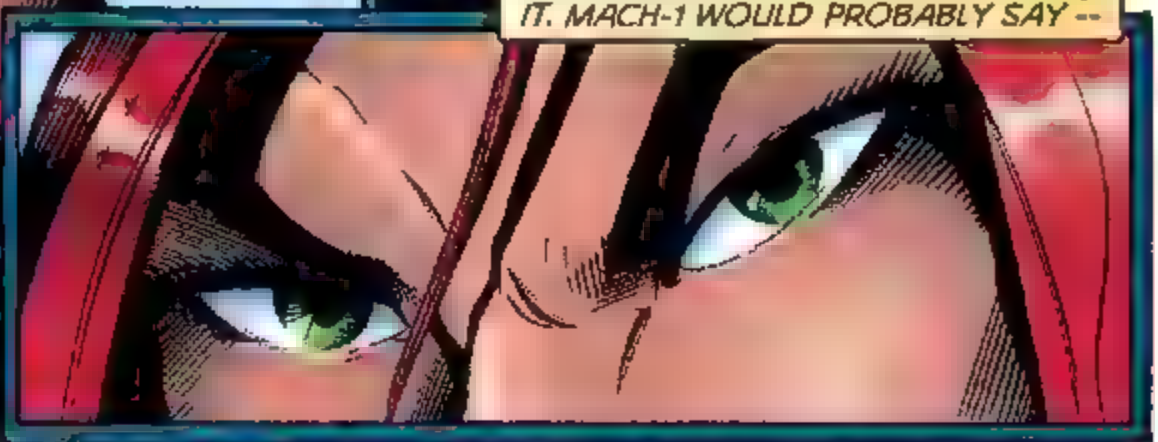
-- BUT THEY SENT HER
TO FIND PROFESSOR
KHANDRUVITCH, THE
MAN WHO CREATED
THE ELEMENTS, AND
THEY'RE COUNTING
ON HER TO DO IT --



MAYBE -- MAYBE THEY'VE COME UP WITH ANOTHER PLAN, SHE THINKS, MAYBE SHE SHOULD GO BACK, AND CHECK IN, LIKE SHE'D PLANNED TO --

-- MAYBE --

NO, THEY GAVE HER A JOB TO DO, AND THEY'RE TRUSTING HER TO DO IT. MACH-1 WOULD PROBABLY SAY --



-- HE'D PROBABLY SAY TO HIT 'EM HARD AND HIT 'EM FAST --

YOU MUST PREPARE THE MACHINES, CREATOR --

-- THE MACHINES THAT WILL TRANSFORM ORDINARY HUMANS INTO ELEMENT-BEINGS, UNDER OUR CONTROL.

AND IF I DON'T, EUROPIUM?

THEN WE WILL RECONSTRUCT IT FROM YOUR NOTES, CREATOR OUR SUBJUGATION OF THE PLANET WILL PROCEED AS PLANNED --

-- WITH ONE CHANGE. YOU WILL BECOME THE FIRST SUBJECT TRANSFORMED BY THE MACHINES.

--SIGH-- VERY WELL, I'LL DRAW UP A LIST OF THE SUPPLIES I NEED, AND YOU ELEMENTS CAN --



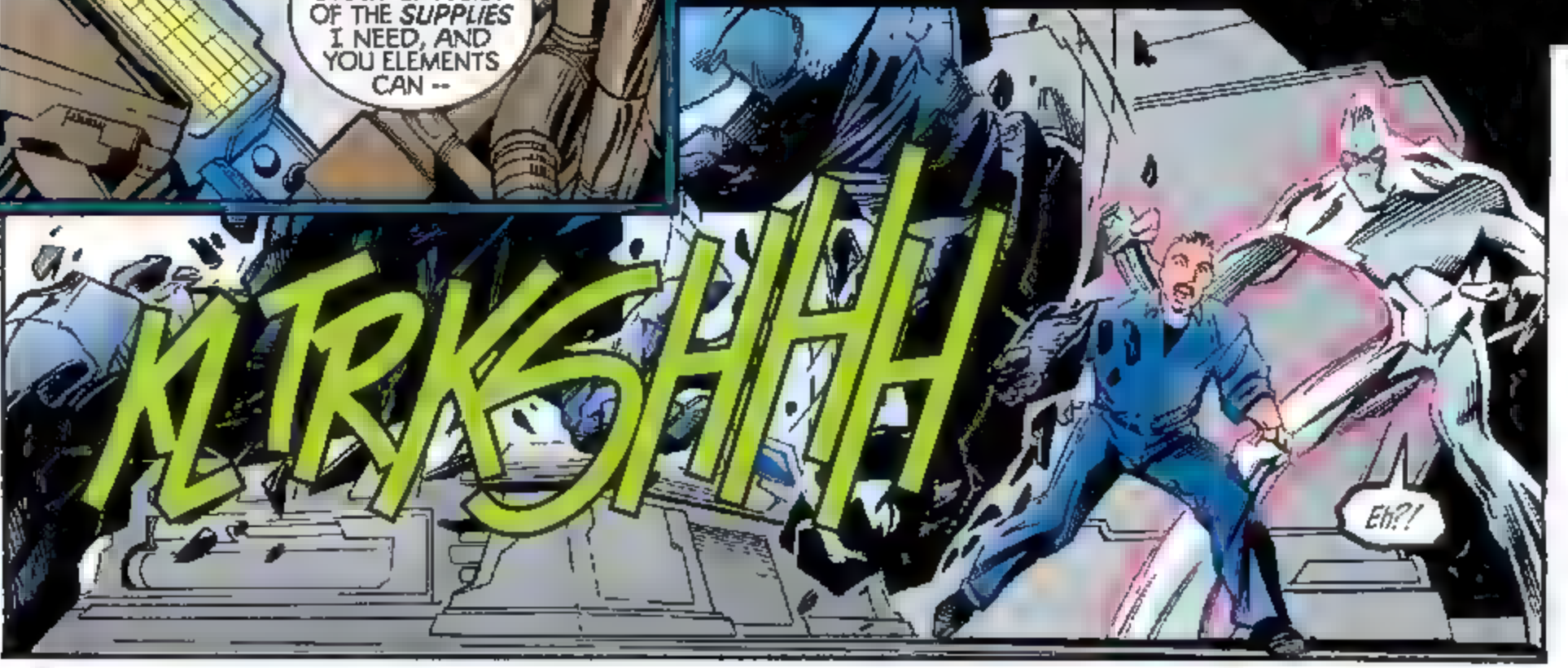
KD

WH-WHAT?

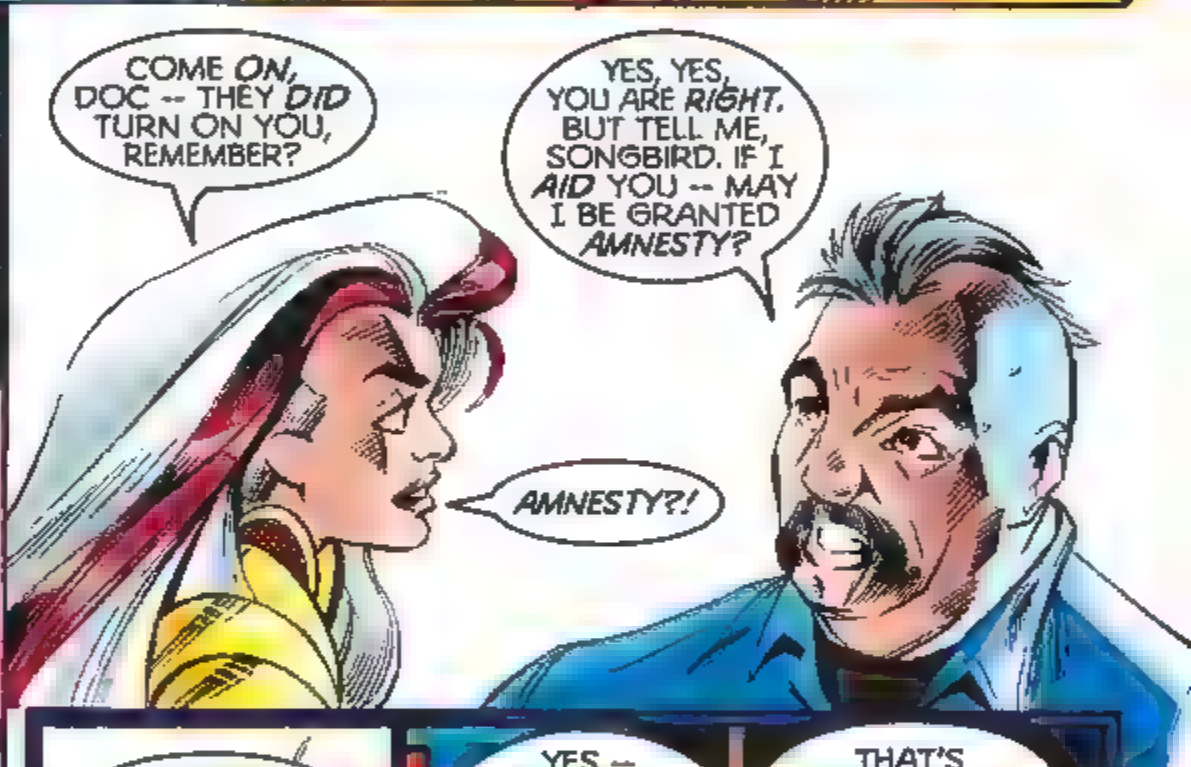
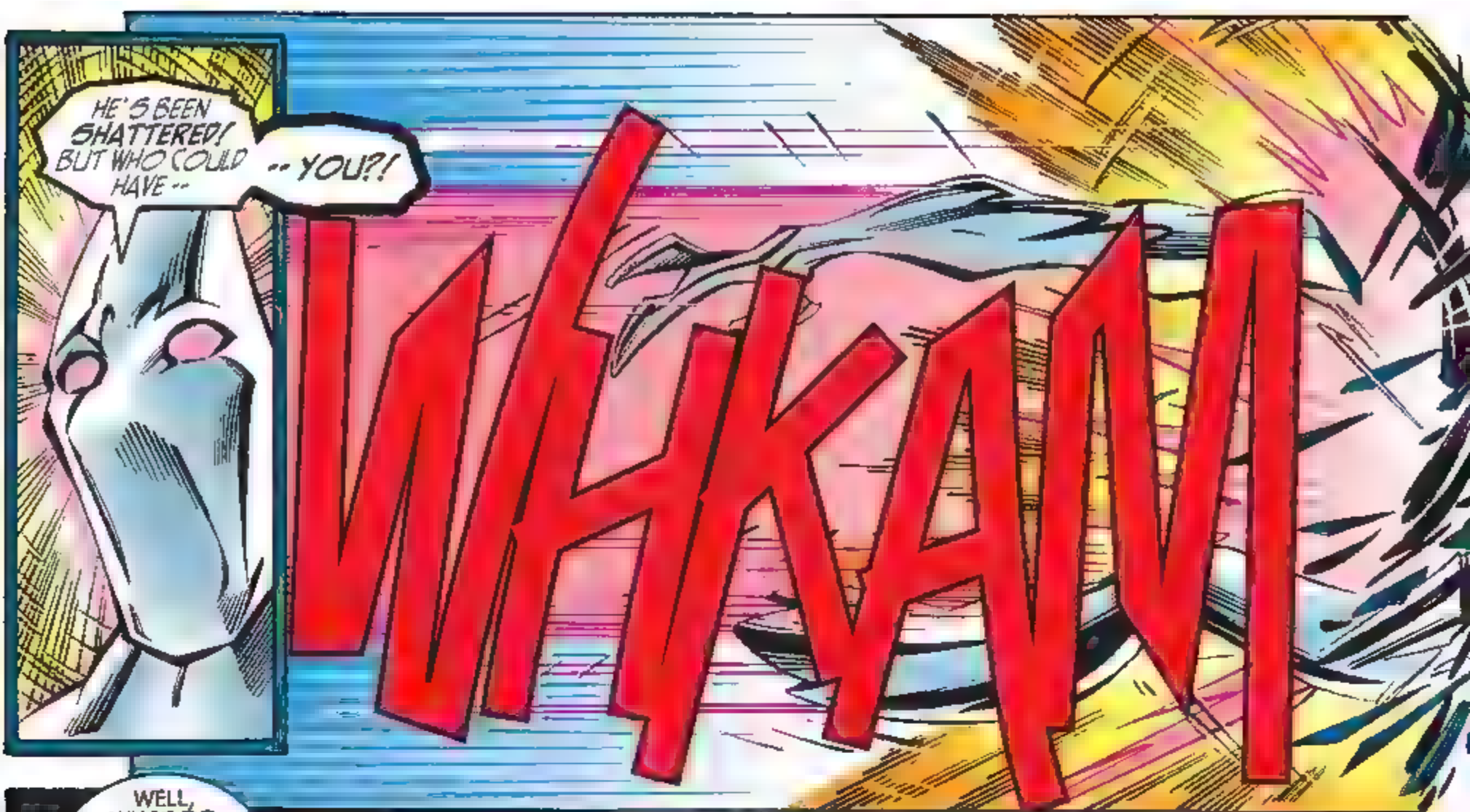


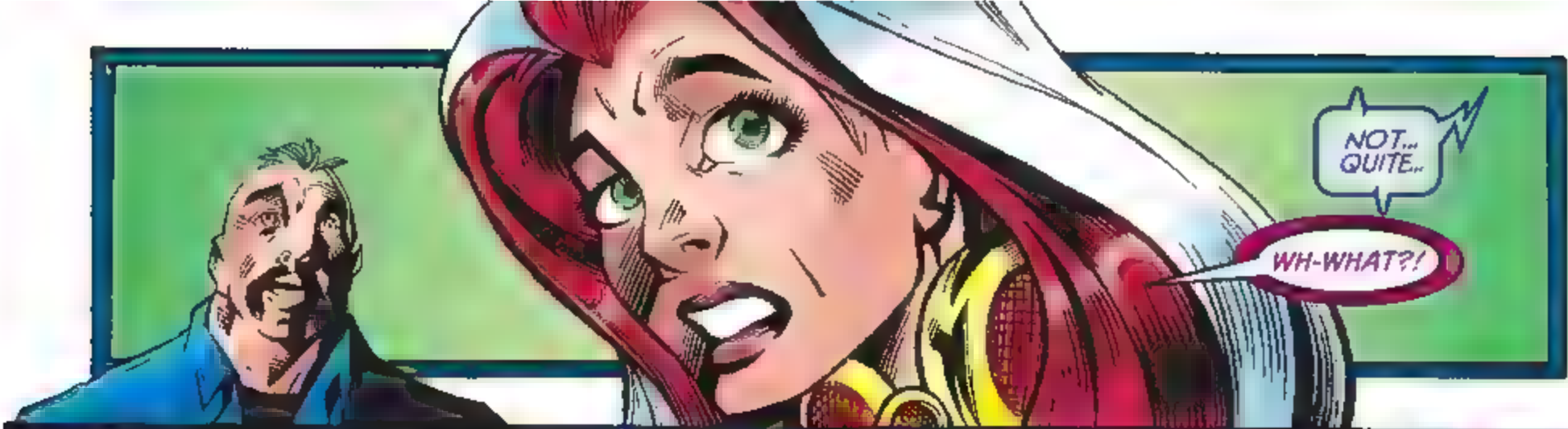
STAY BACK, CREATOR I WILL INVESTIGATE THIS.

BERYLLIUM. WHAT IS OCCURRING? THIS DOOR IS SUPPOSED TO REMAIN CLOSED, EXCEPT IN THE EVENT OF --



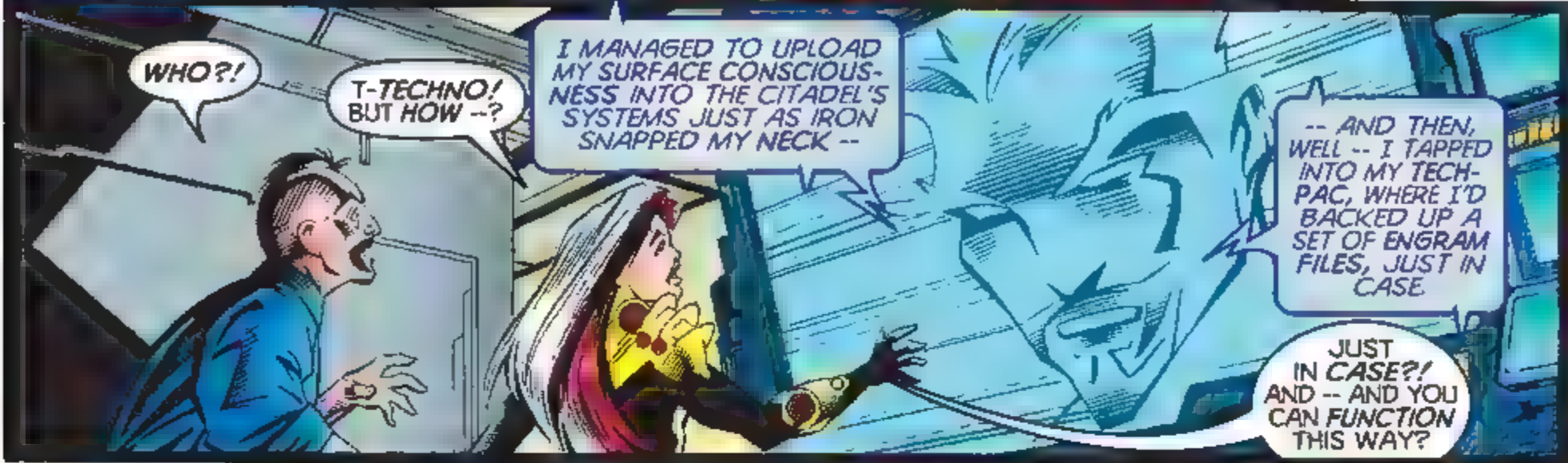
EH?!





NOT...
QUITE...

WH-WHAT?!



WHO?!

T-TECHNO!
BUT HOW --?

I MANAGED TO UPLOAD
MY SURFACE CONSCIOUS-
NESS INTO THE CITADEL'S
SYSTEMS JUST AS IRON
SNAPPED MY NECK --

-- AND THEN,
WELL -- I TAPPED
INTO MY TECH-
PAC, WHERE I'D
BACKED UP A
SET OF ENGRAM
FILES, JUST IN
CASE

JUST
IN CASE?!
AND -- AND YOU
CAN FUNCTION
THIS WAY?



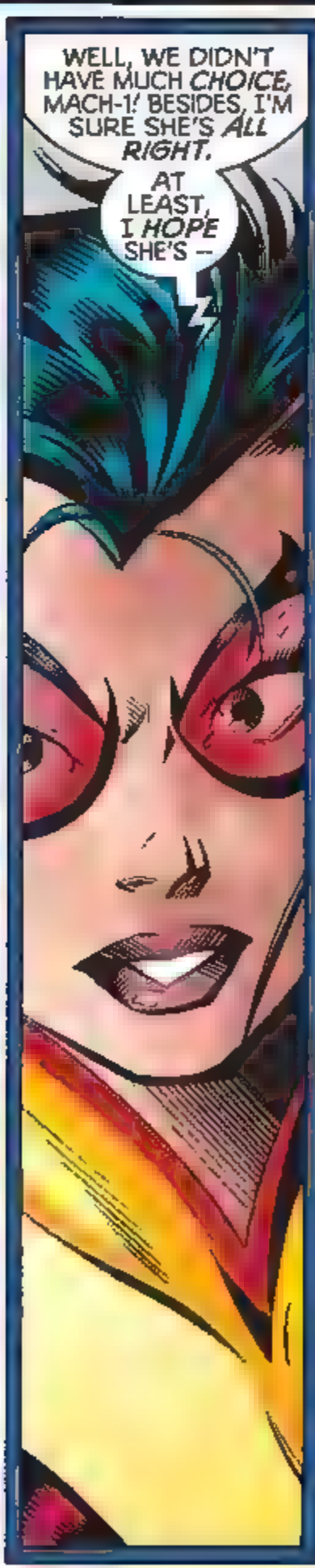
WELL, IT'S
TAKING A
LITTLE GETTING
USED TO... BUT
I THINK I CAN
GET ENOUGH
CONTROL...

... TO
REACH
OUT,
AND...

-- AND
SONGBIRD
SLIPPED OUT OF
HER MANACLES,
AND MADE IT
OUT OKAY --

-- BUT
THEN ONE
OF 'EM BROKE
TECHNO'S
NECK --

AND
SONGBIRD'S
STILL OUT
THERE? ALONE?
HOW COULD
YOU --



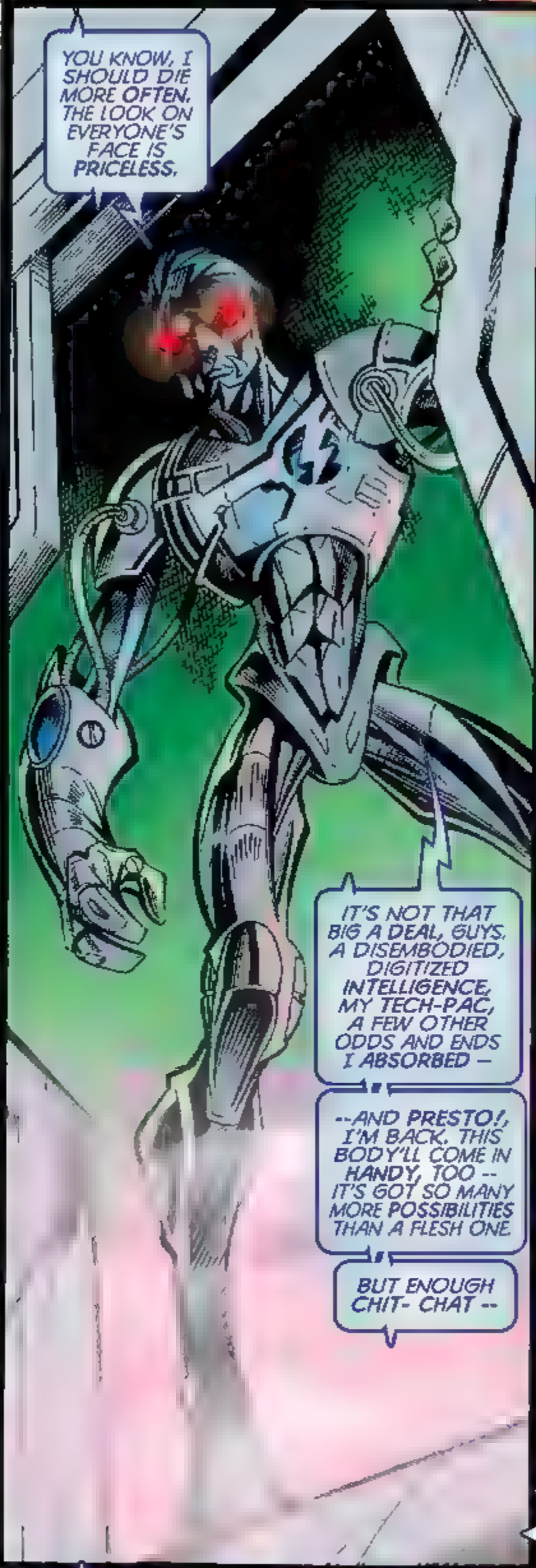
WELL, WE DIDN'T
HAVE MUCH CHOICE,
MACH-1! BESIDES, I'M
SURE SHE'S ALL
RIGHT.

AT
LEAST,
I HOPE
SHE'S --



SHE'S
FINE,
JOLT.

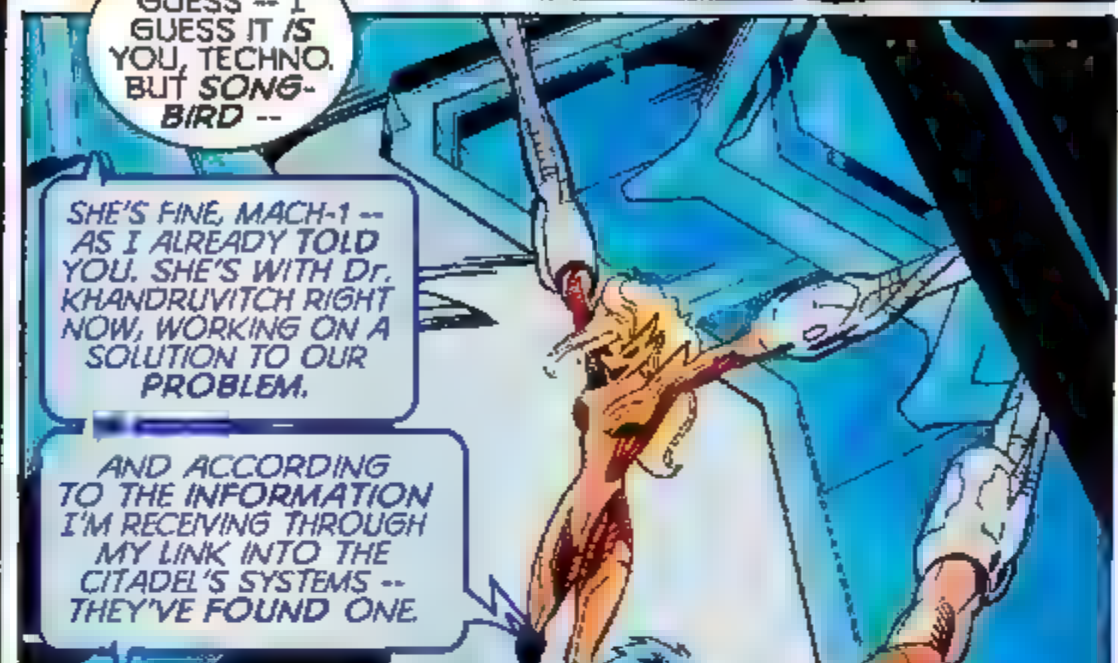
WH-WHO --?



YOU KNOW, I SHOULD DIE MORE OFTEN. THE LOOK ON EVERYONE'S FACE IS PRICELESS.



-- LET'S GET THIS SHOW BACK ON THE ROAD!



I GUESS -- I GUESS IT IS YOU, TECHNO. BUT SONG-BIRD --

SHE'S FINE, MACH-1 -- AS I ALREADY TOLD YOU. SHE'S WITH DR. KHANDRUVITCH RIGHT NOW, WORKING ON A SOLUTION TO OUR PROBLEM.

AND ACCORDING TO THE INFORMATION I'M RECEIVING THROUGH MY LINK INTO THE CITADEL'S SYSTEMS -- THEY'VE FOUND ONE.



OKAY, SPILL IT. WHAT'S THE PLAN?

IT'S NOT THAT BIG A DEAL, GUYS. A DISEMBODED, DIGITIZED INTELLIGENCE, MY TECH-PAC, A FEW OTHER ODDS AND ENDS I ABSORBED --

--AND PRESTO!, I'M BACK. THIS BODY'LL COME IN HANDY, TOO -- IT'S GOT SO MANY MORE POSSIBILITIES THAN A FLESH ONE

BUT ENOUGH CHIT-CHAT --

IT'D PROBABLY BE BETTER IF I LET DR. KHANDRUVITCH EXPLAIN IT HIMSELF, WHILE I FREE ATLAS AND JOLT. HERE --



-- TAKE A LOOK.

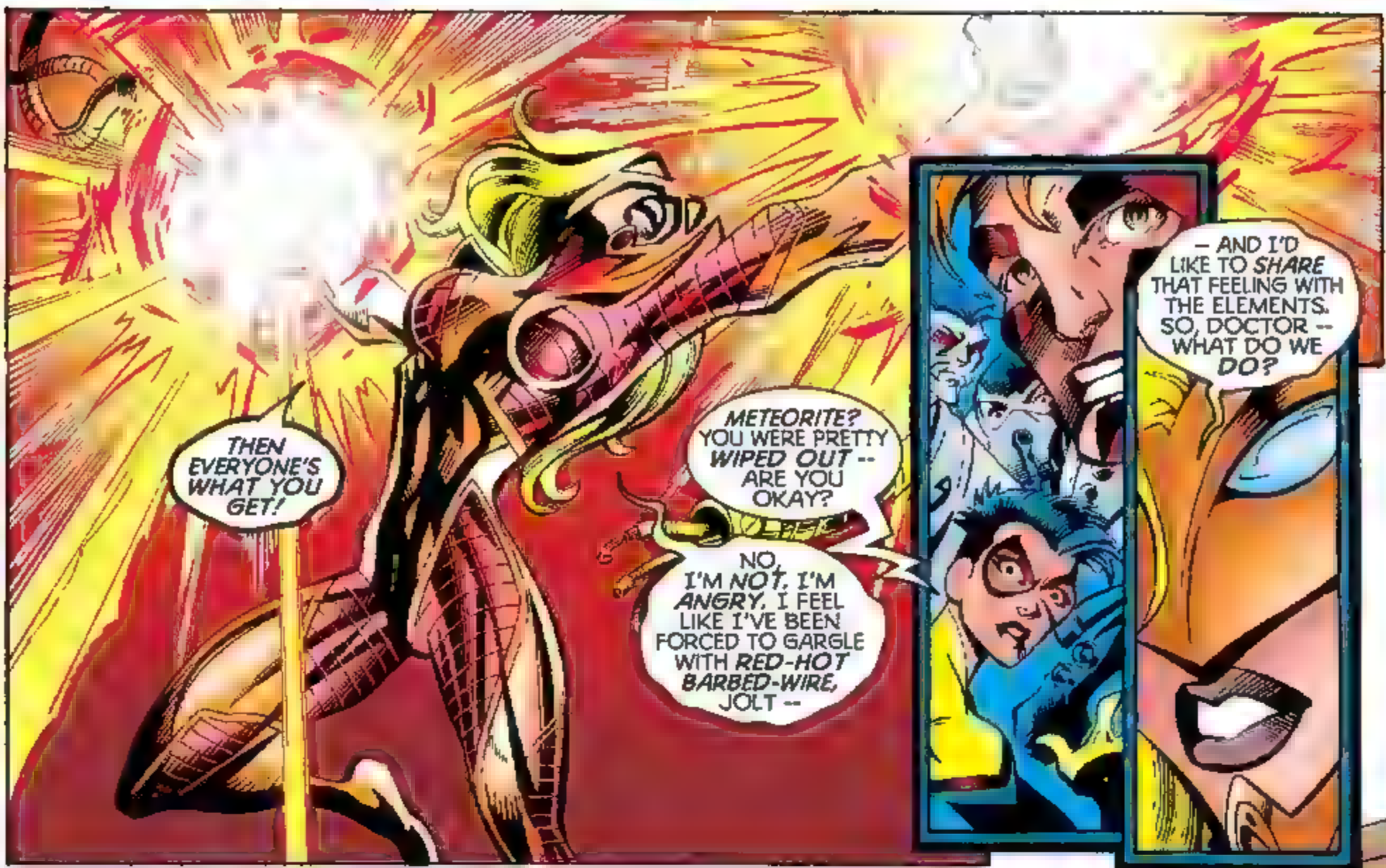
THE ANSWER, IT'S IN THEIR BRAINS, I THINK. BECAUSE THEY ARE MADE OF PURE ELEMENTS, I COULD NOT USE COMPOUNDS --

-- I HAD TO DESIGN INSTEAD A CRYSTALLINE MATRIX THAT COULD STORE AND PROCESS DATA. THE MATRIX, IT IS INHERENTLY UNSTABLE --

-- BUT IF WE ARE TO TAKE ADVANTAGE OF THAT, WE WILL NEED EVERYONE FREED.



Y-YOU WANT EVERYONE, DOCTOR?

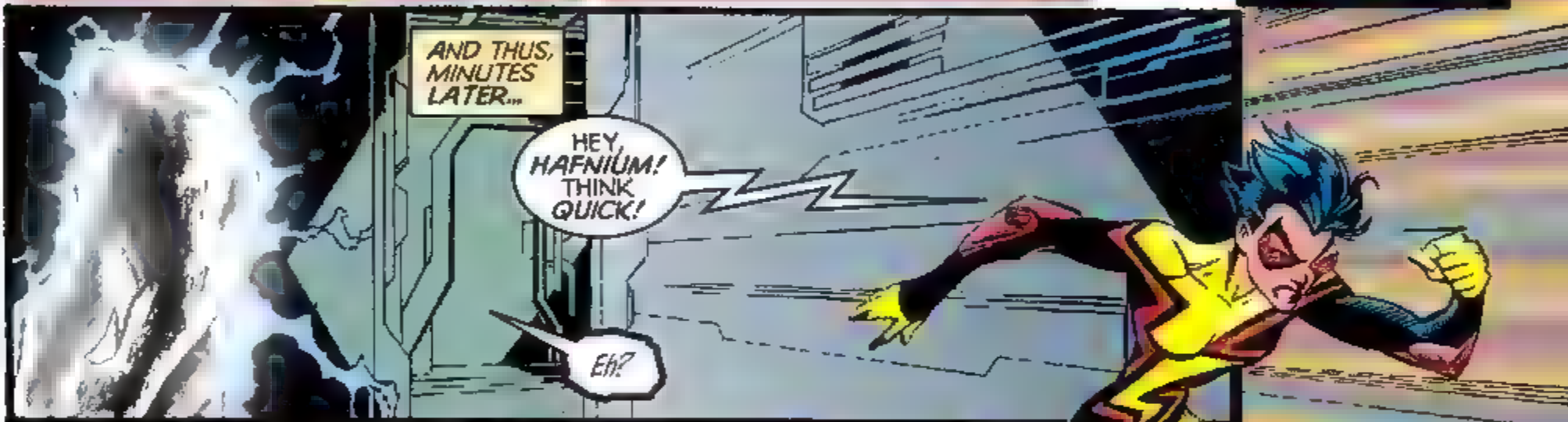


THEN EVERYONE'S WHAT YOU GET!

METEORITE? YOU WERE PRETTY WIPED OUT -- ARE YOU OKAY?

NO, I'M NOT, I'M ANGRY. I FEEL LIKE I'VE BEEN FORCED TO GARGLE WITH RED-HOT BARBED-WIRE, JOLT --

-- AND I'D LIKE TO SHARE THAT FEELING WITH THE ELEMENTS. SO, DOCTOR -- WHAT DO WE DO?



AND THUS, MINUTES LATER...

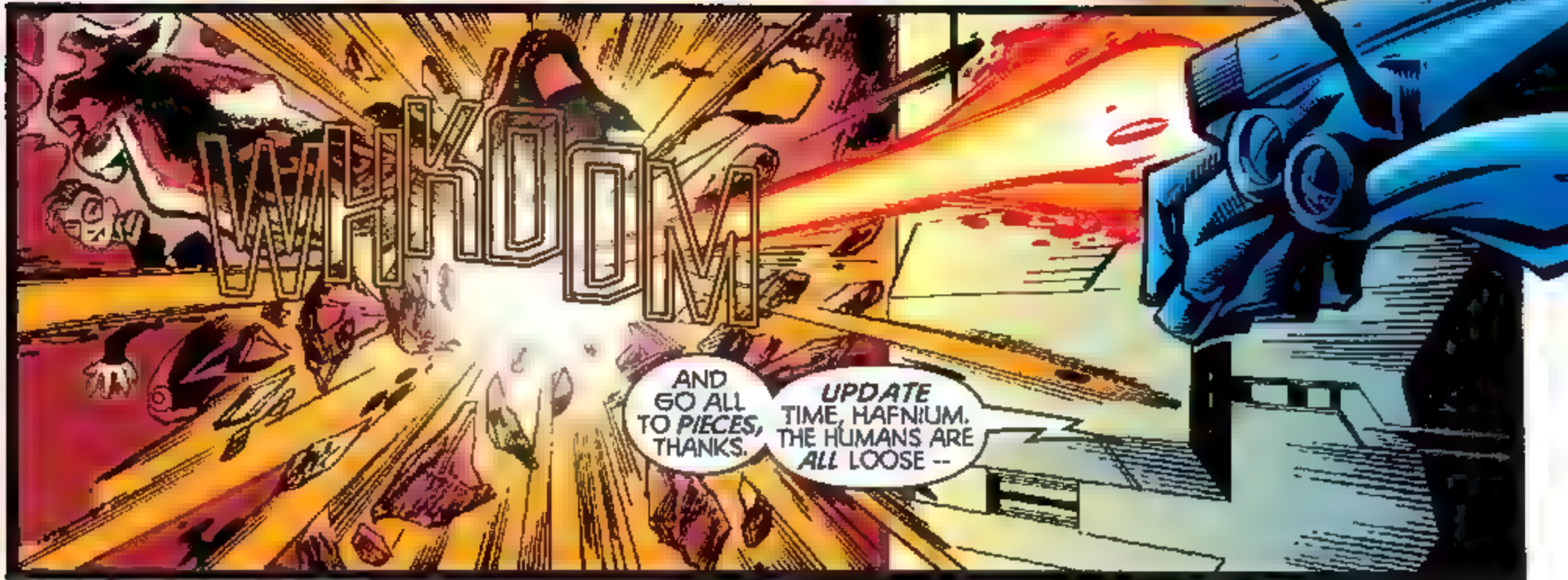
HEY, HAFNIUM! THINK QUICK!

EH?



WE WERE TOLD THERE WAS A HUMAN LOOSE -- BUT YOU SHALL NOT BE LOOSE FOR MUCH LONGER!

AROUND THAT CORNER IS A DEAD END! ALL I WILL HAVE TO DO IS BLOCK THE ENTRANCE, AND --



AND GO ALL TO PIECES, THANKS.

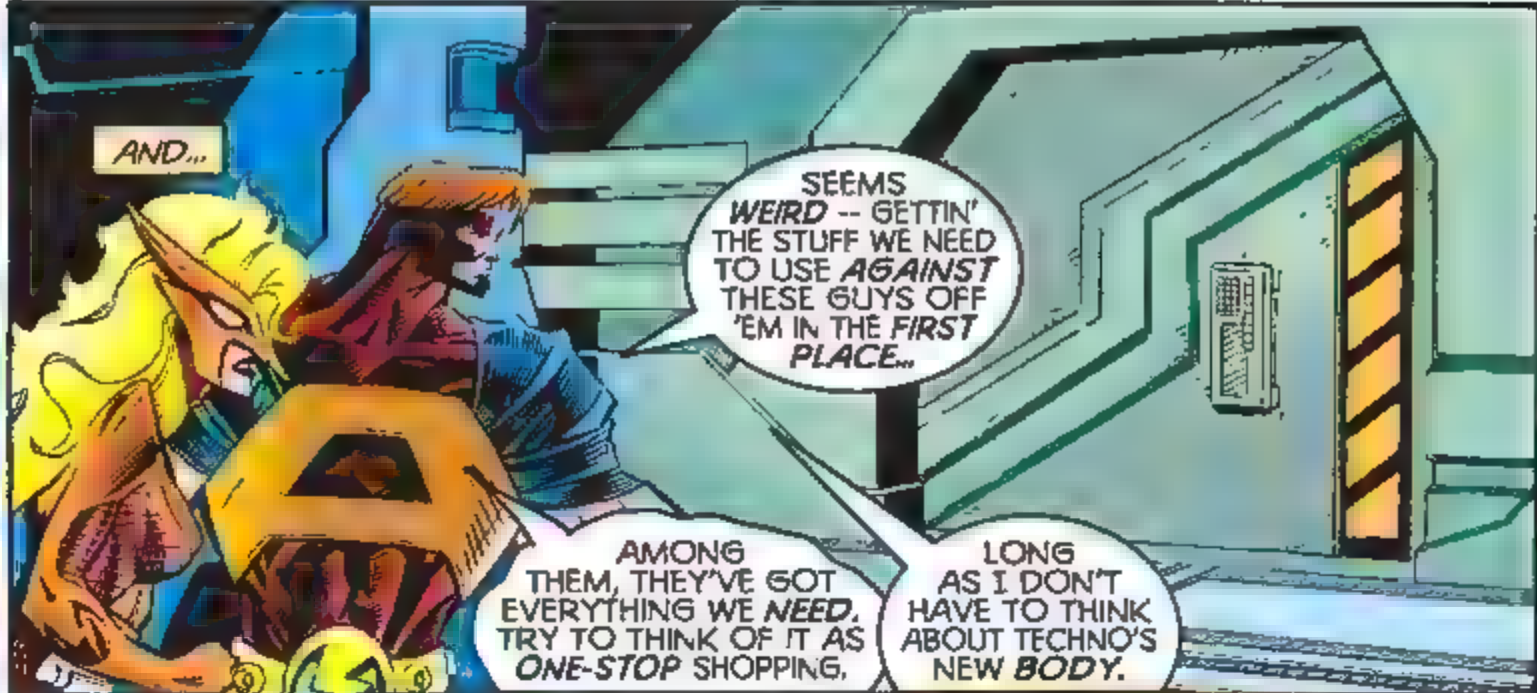
UPDATE TIME, HAFNIUM. THE HUMANS ARE ALL LOOSE --



-- AND YOU WERE OUR FIRST TARGET

THE DOC SAID HE NEEDED ABOUT A QUARTER-KILO OF HAFNIUM --

-- I GUESS THIS OUGHT TO BE ENOUGH.



AND...

SEEMS WEIRD -- GETTIN' THE STUFF WE NEED TO USE AGAINST THESE GUYS OFF 'EM IN THE FIRST PLACE...

AMONG THEM, THEY'VE GOT EVERYTHING WE NEED. TRY TO THINK OF IT AS ONE-STOP SHOPPING.

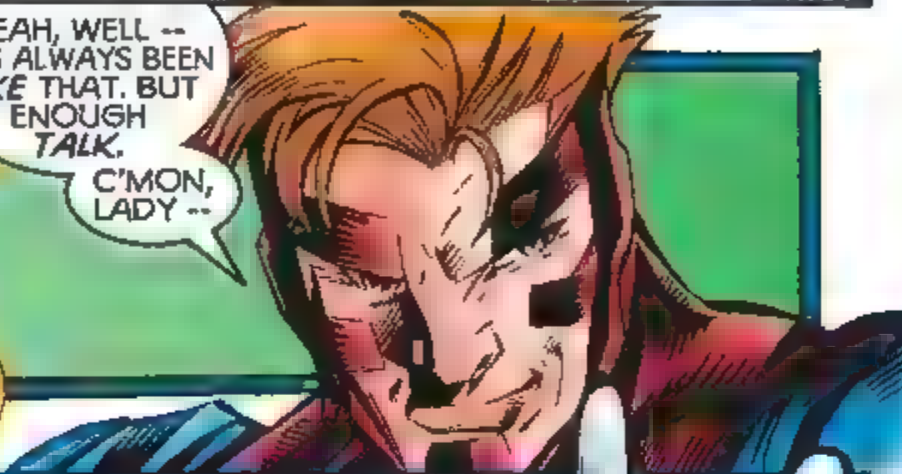
LONG AS I DON'T HAVE TO THINK ABOUT TECHNO'S NEW BODY.



I KNOW WHAT YOU MEAN. BUT IT DOESN'T SEEM TO BOTHER HIM AT ALL.

YEAH, WELL -- HE'S ALWAYS BEEN LIKE THAT. BUT ENOUGH TALK.

C'MON, LADY --

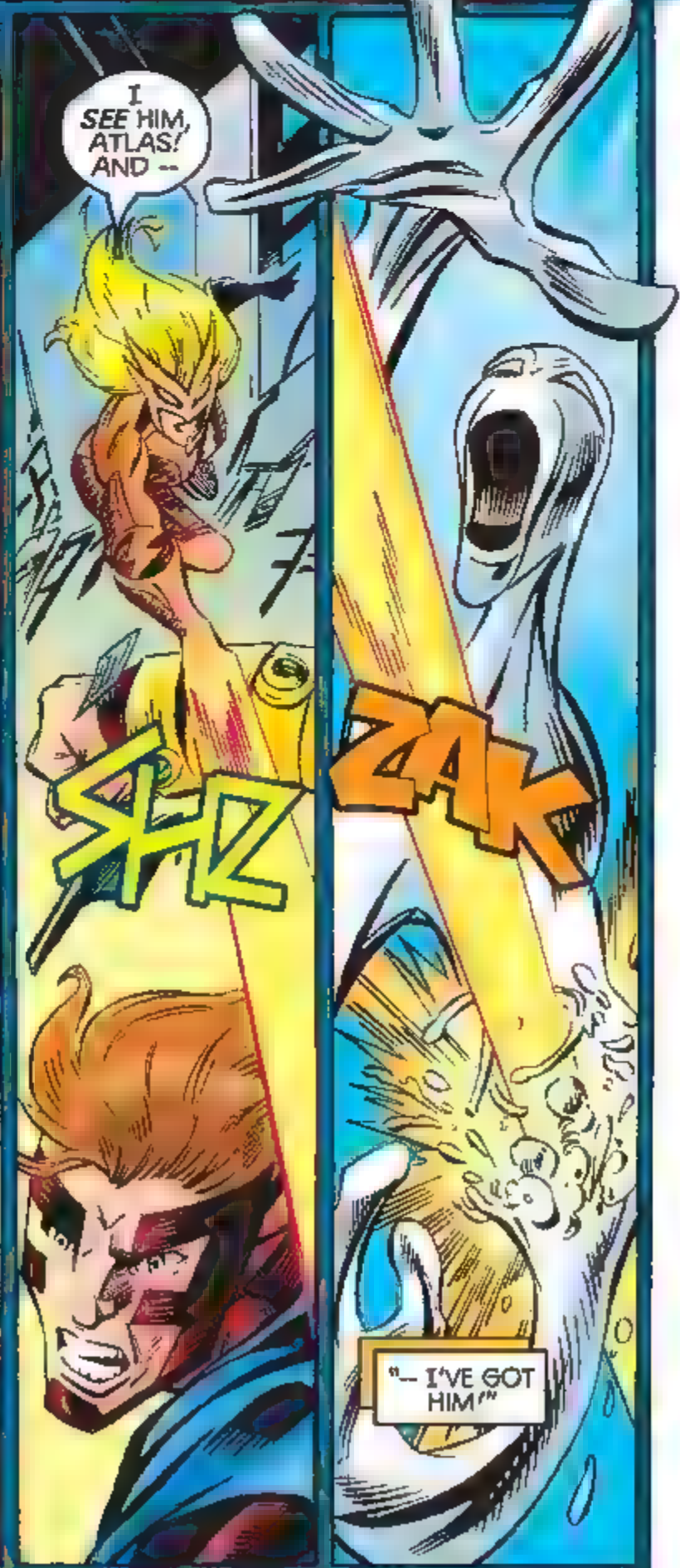


--LET'S DO IT!

AWRIGHT, CESIUM! FRONT AN' CENTER, FELLA -- WE GOT BUSINESS WITH YOU!

Eh?

WHAT?



I SEE HIM, ATLAS! AND --

SHZ

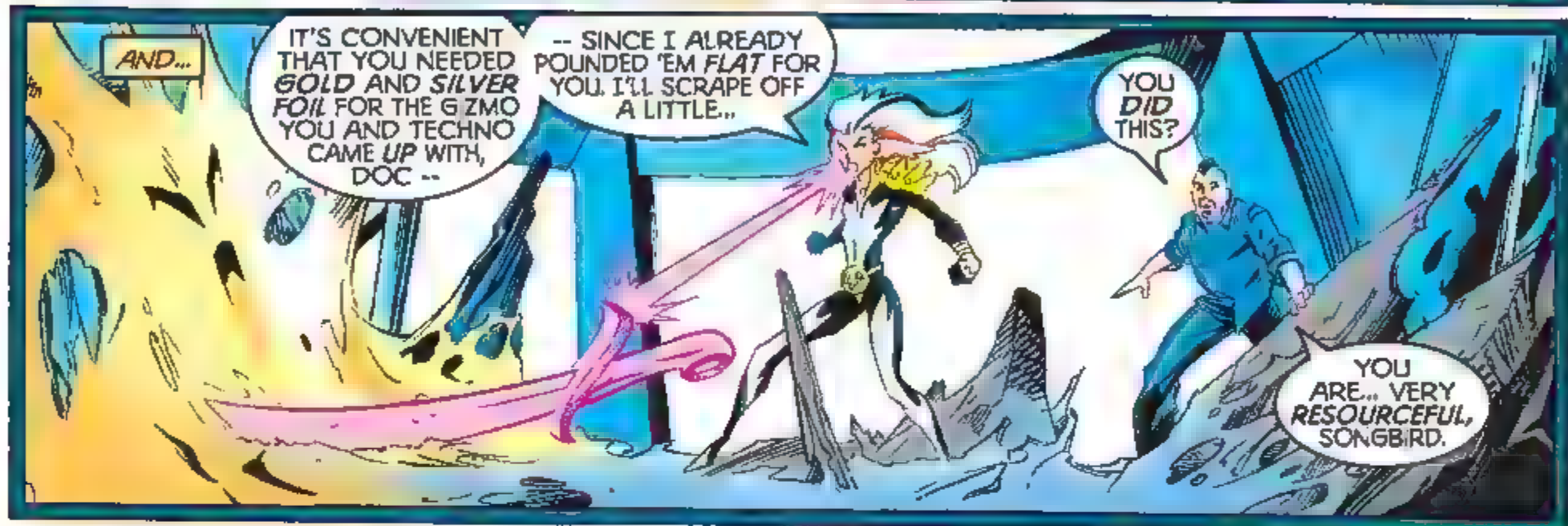
ZAK

-- I'VE GOT HIM!



NOW
COME ON --
WE'VE GOT SEVERAL
MORE STOPS TO MAKE
BEFORE WE RENDEZVOUS
WITH THE OTHERS!

OKAY, OKAY --
JUST LET ME BRING DOWN THE
ROOF, SO THEY CAN'T FOLLOW --
AN' I'M RIGHT BEHIND YOU!



AND...

IT'S CONVENIENT
THAT YOU NEEDED
GOLD AND SILVER
FOIL FOR THE GZMO
YOU AND TECHNO
CAME UP WITH,
DOC --

-- SINCE I ALREADY
POUNDED 'EM FLAT FOR
YOU. I'LL SCRAPE OFF
A LITTLE..

YOU
DID
THIS?

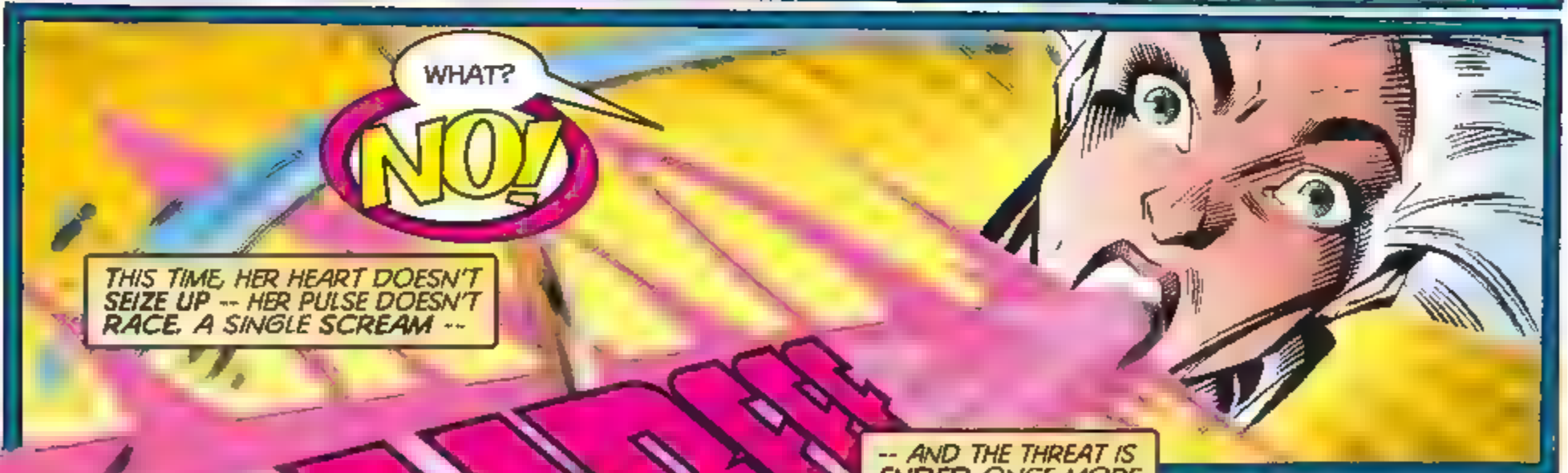
YOU
ARE.. VERY
RESOURCEFUL,
SONGBIRD.



IT KINDA
LOOKS THAT
WAY, DOESN'T
IT?

ANY
OTHER DAY, I'D
HAVE GIVEN YOU
AN ARGUMENT,
DOC, BUT AFTER
TODAY, I --

S-S-SONGBIRD!



WHAT?

NO!

THIS TIME, HER HEART DOESN'T
SEIZE UP -- HER PULSE DOESN'T
RACE. A SINGLE SCREAM --

-- AND THE THREAT IS
ENDED ONCE MORE.



Hmf,
AND I WAS
SCARED OF
THEM?

I
GUESS THAT'S
THE LAST OF
IT. SHALL WE,
DOC?

Eh --
YES, YES,
LET US
GO...



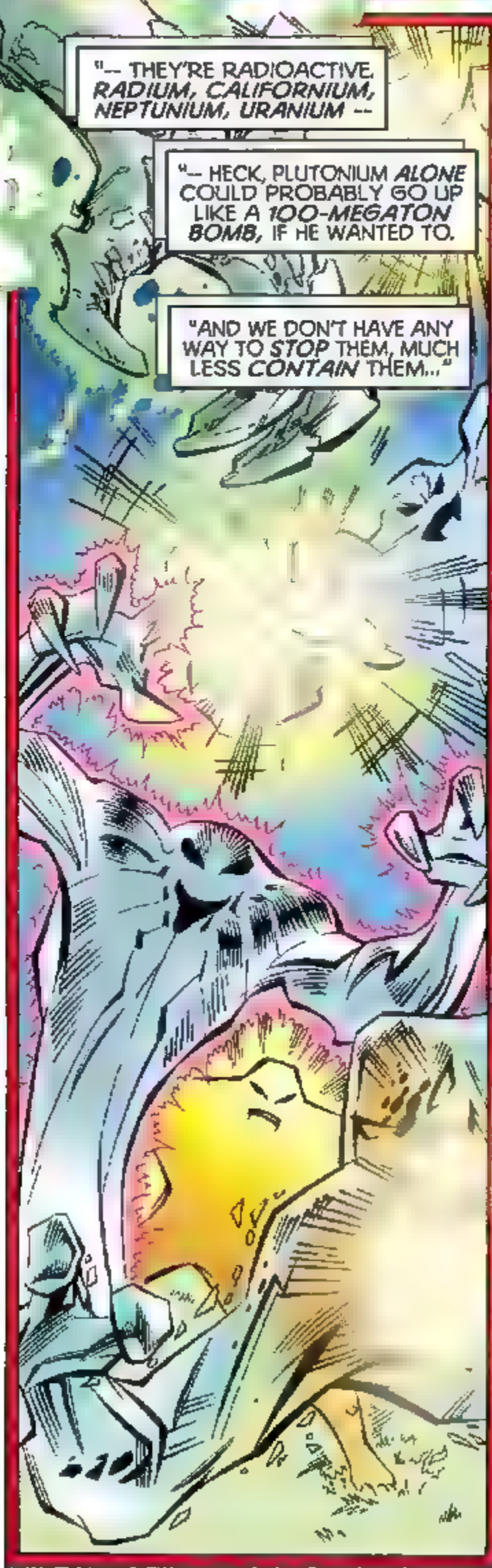
SHORTLY,
OUTSIDE...

Uh-Oh.
EVERY-
BODY STAY
BACK...

WHAT'S
THE PROBLEM,
JUSTICE? ALL I SEE
IS ANOTHER BUNCH
OF NO-NECK JERKS.
SOMETHING ABOUT
'EM I SHOULD
KNOW?

KINDA,
NOVA.

ALL THESE
ELEMENTS --



"-- THEY'RE RADIOACTIVE.
RADIUM, CALIFORNIUM,
NEPTUNIUM, URANIUM --

"-- HECK, PLUTONIUM ALONE
COULD PROBABLY GO UP
LIKE A 100-MEGATON
BOMB, IF HE WANTED TO.

"AND WE DON'T HAVE ANY
WAY TO STOP THEM, MUCH
LESS CONTAIN THEM..."



SO
WHAT DO WE DO
THEN, BRAIN BOY?
JUST BASK IN THE
GLOW 'TIL OUR HAIR
STARTS TO FALL
OUT?

I
DON'T KNOW,
SPEEDBALL -- I
JUST DON'T
KNOW. BUT
WE CAN'T
LET THEM OUT
INTO THE
CITY...

AND THEN, AS
THE RADIOACTIVE
ELEMENTS ADVANCE...



HURR! THE
TEMPLE --!

YOU SENSE
IT TOO, WHITE
TIGER? FROM THE
FORTRESS --

"-- SOME SORT OF
VIBRATION!
INCREASING --"

KRRR

"-- INCREASING
FAST!"

EMP OUR
CITADEL
BROTHERS--!

KREKT

WELL,
HI, GUYS!
MISS
US?

SONGBIRD --
I WANT A
BARRIER BETWEEN
THE ELEMENTS AND
THE OTHERS! AND
I WANT IT NOW,
UNDERSTAND?!

TH- THE
CITADEL! THE
OTHERS! WHAT
HAVE THEY DONE
TO THEM?!

SAME
THING TECHNO'S
ABOUT TO DO
TO YOU, CREEPO --
THANKS TO A
LITTLE INSIDE
INFORMATION!

SEE
THAT
BLASTER
ON HIS
ARM?

"THAT'S A
DESTABILIZATION
RAY! IT'LL MAKE YOUR
CEREBRAL MATRIXES
BREAK DOWN, AND
THEY'RE WHAT GIVE
YOU CONTROL
OF YOUR FORMS!

"WITHOUT
THEM -- WELL,
YOU GET THE
PICTURE!"

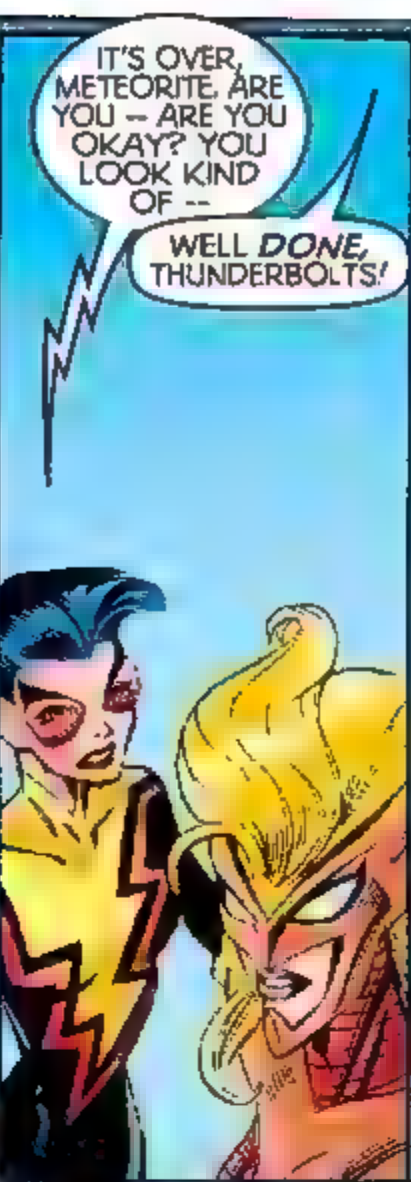
NOW, ATLAS!
THAT CHUNK
OF LEAD --
WHILE THEY'RE
STILL WHITE-
HOT!

YOU
GOT IT,
TECHNO. AND
YOU'RE SURE
THIS'LL
WORK --?

Oh, IT'LL WORK,
ALL RIGHT. THE
DOWNED ELEMENTS
ARE HOT ENOUGH
TO MELT THE
LEAD --

-- AND THE
LEAD'LL BLOCK
THE RADIATION --
AT LEAST
TEMPORARILY,
UNTIL OTHER
ARRANGEMENTS
CAN BE MADE.

AND IT
LOOKS
LIKE THAT'S
THAT!



IT'S OVER, METEORITE, ARE YOU -- ARE YOU OKAY? YOU LOOK KIND OF --

WELL DONE, THUNDERBOLTS!



WELL, HEY -- LOOK WHO MADE IT TO THE PARTY!

I'M DELIGHTED TO SEE THAT YOU'VE BEEN VICTORIOUS, MY TEAMMATES -- AND I'M GLAD THE INFORMATION I SUPPLIED PROVED TO BE OF USE!

Huh? Oh -- Oh YEAH, SURE!



HARMONIC CONVERGENCE? REALLY?

AN' YOU STILL HAVEN'T DITCHED THE SKATE-BOARD?

-- STOLE OUR THUNDER BUT GOOD WHEN YOU GUYS SHOWED UP!

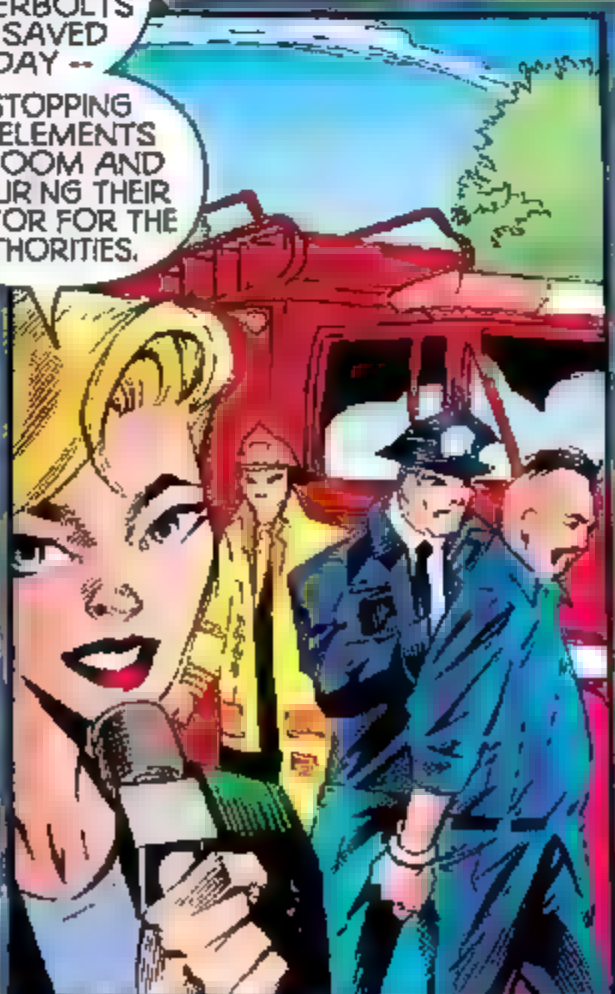
WELL, WE DIDN'T MEAN TO, NOVA -- BELIEVE ME! ALL WE WANTED TO DO WAS PITCH IN, DO OUR PART...



NICE TO SEE YOU AGAIN, CITIZEN V...

--McLAREN, FOR WJBP-TV. ONCE AGAIN, THE THUNDERBOLTS HAVE SAVED THE DAY --

-- STOPPING THE ELEMENTS OF DOOM AND CAPTURING THEIR CREATOR FOR THE AUTHORITIES.



YES, Ms. McLaren. THE CITY WAS ABLE TO MAKE THE AVENGERS FILES AVAILABLE TO US, AND IT PROVED CRUCIAL --

-- SINCE IT WAS DATA FROM THOSE FILES THAT PROVIDED THE BASIS FOR OUR DEFEAT OF THE ELEMENTS.

AND ABOUT TECHNO -- WHAT'S WITH HIS NEW LOOK?

Eh...



AND, IN MOMENTS, WHAT WAS A BATTLE-FIELD TAKES ON A VERY DIFFERENT ATMOSPHERE INDEED...

YEAH, THE SIZE AND POWER'S NICE, SWORDSMAN -- BUT I'D SURE LIKE TO HAVE SKILL LIKE YOURS, TOO!

TRUST ME, KID -- SIZE AND POWER'LL TAKE YOU A LONG WAY, ALL BY THEMSELVES...

FOLLOWED MY CAREER?! YOU'VE GOT TO BE KIDDING.

NOT MUCH, REALLY -- JUST STOPPING MUGGERS AND SUCH AROUND HOME, YOU?



MY TEAM IS EXHAUSTED, Ms. McLaren -- AND IN NEED OF MEDICAL ATTENTION.

IF YOU'LL EXCUSE ME...



THAT NIGHT, BACK AT FOUR FREEDOMS PLAZA...

NOW THAT YOUNG JOLT IS SECURELY ASLEEP -- AND LOCKED INTO HER QUARTERS --



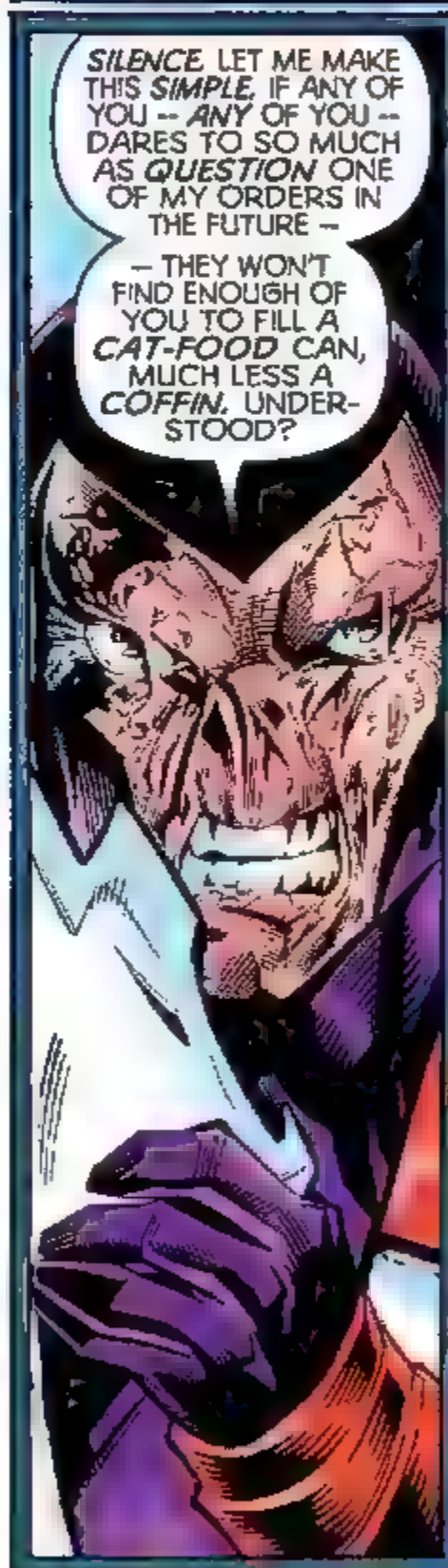
-- I CAN REGISTER MY **EXTREME DISPLEASURE** AT THE WAY YOU FLOUTED MY **DIRECT ORDER!** I TOLD YOU NOT TO GO AFTER THE ELEMENTS!

IT WAS MY FAULT, BARON -- I OKAYED IT. I'LL TAKE THE HEAT.

I'M SURE YOU WILL, MY DEAR METEORITE. ANYTHING TO INGRATiate YOURSELF WITH THE OTHERS, Eh?

WHY, THAT'S --

● JOLT IS THE ONLY THUNDERBOLT WHO ISN'T AWARE OF THE TEAM'S SECRET OR THEIR TRUE IDENTITIES TOM.



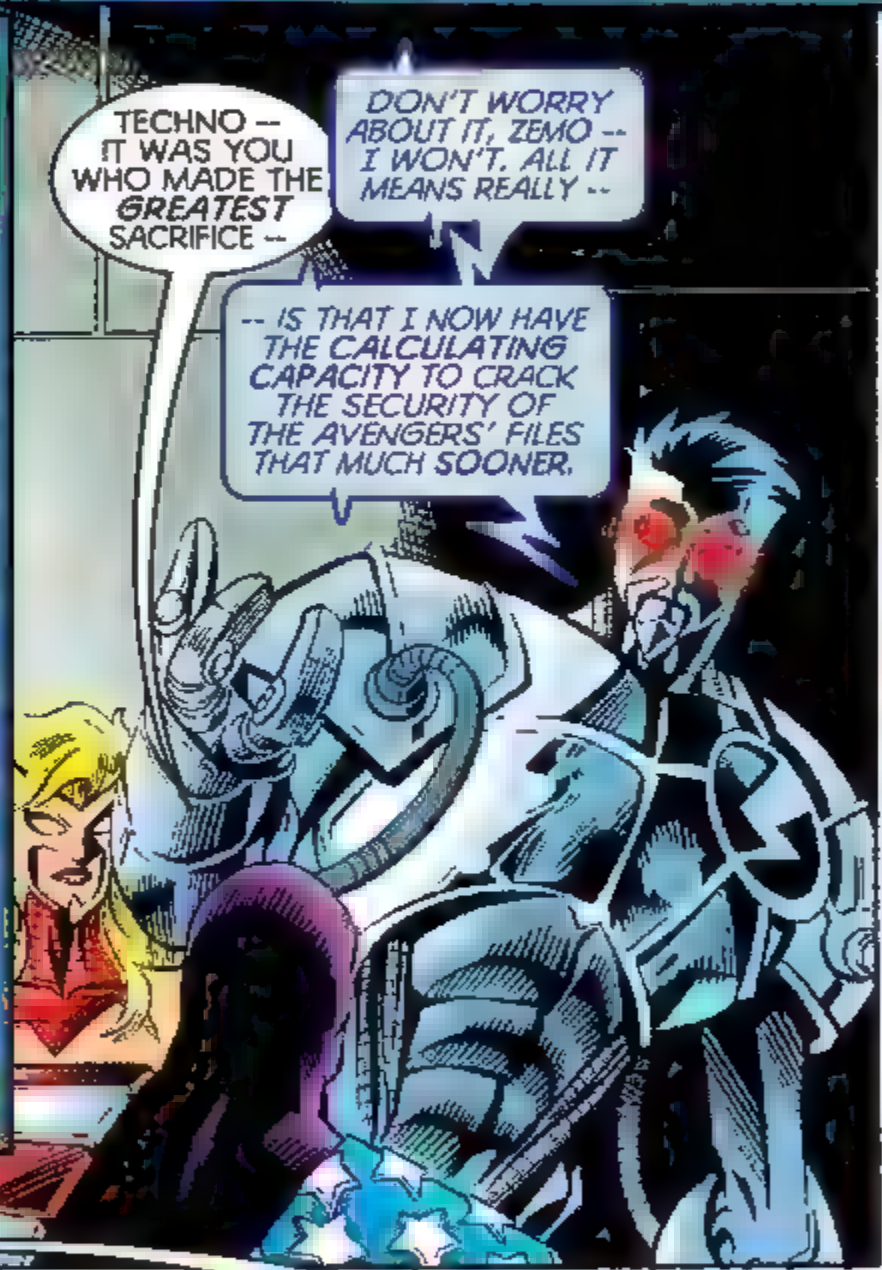
SILENCE. LET ME MAKE THIS SIMPLE, IF ANY OF YOU -- ANY OF YOU -- DARES TO SO MUCH AS **QUESTION** ONE OF MY ORDERS IN THE FUTURE --

-- THEY WON'T FIND ENOUGH OF YOU TO FILL A CAT-FOOD CAN, MUCH LESS A COFFIN. UNDERSTOOD?



ON THE OTHER HAND, YOU DID ACHIEVE A VERY **PUBLIC VICTORY**, AGAINST A **DEADLY FOE** AND AT **GREAT PERSONAL SACRIFICE** --

-- AND IN THE END, WE GAINED THE FILES WE WANTED. SO FOR THAT, I **COMMEND** YOU.



TECHNO -- IT WAS YOU WHO MADE THE **GREATEST SACRIFICE** --

DON'T WORRY ABOUT IT, ZEMO -- I WON'T. ALL IT MEANS REALLY --

-- IS THAT I NOW HAVE THE **CALCULATING CAPACITY** TO CRACK THE SECURITY OF THE AVENGERS' FILES THAT MUCH SOONER.



EXCELLENT. THEN SOON, I SHALL HAVE EVERYTHING I **WANTED**, AND WE WILL BE ABLE TO RID OURSELVES OF THIS **ANNOYING RUSE**.

S-SO QUICKLY, BARON?

OF COURSE, SONGBIRD. WHAT, DID YOU THINK WE WOULD PLAY AT BEING HEROES FOREVER?

NEXT: LIFE LESSONS FEATURING THE **BLACK WIDOW** -- AND AN UNTOLD TALE OF **THE MIGHTY AVENGERS!**

MARVEL[®]
COMICS



JAN
#7

APPROVED
BY THE
COMICS
CODE
AUTHORITY

OSTRANDER
FERRY
MENDOZA

Heroes for Hire



AND NOW--
THE THUNDERBOLTS
'NUFF SAID?!

HEROES FOR HIRE



Iron Fist — martial arts master raised in the mystic city of K'un Lun! Luke Cage — street-tough private eye with super-strength and steel-hard skin! Black Knight — man of science armed with weapons of sorcery! White Tiger — acrobatic feline fighter of mysterious origins! Together, they're the core of HEROES FOR HIRE — an organization devoted to righting wrongs for a price! With a rotating group of hand-picked heroes for each deadly mission, Iron Fist leads his team into the annals of heroic history, all the while pursuing his own hidden agenda...

IRON FIST

A.K.A. Danny Rand. A master of martial arts trained in the mystic city of K'un Lun, Danny Rand can also summon his life-force, or chi, into his fist, making that fist like unto a thing of iron. Once partners with Luke Cage in a private investigations firm, Iron Fist now leads the super hero strike team Heroes for Hire.



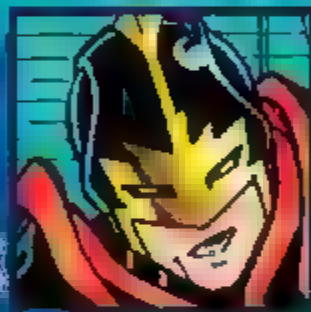
LUKE CAGE "POWER MAN"

Wrangly convicted of a crime he didn't commit, the man now known as Luke Cage volunteered for a prison experiment that gave him steel-hard skin and superhuman strength. Now Cage uses his abilities to protect the weak and battle injustice — and make a living at the same time!



BLACK KNIGHT

A.K.A. Dane Whitman. A scientist by trade, Dane Whitman inherited the mantle of the Black Knight from his ancestor, Sir Percy of Scandia, and his villainous uncle, Nathan Garrett. Determined to make up for his uncle's crimes, Dane became his own version of the Black Knight, and fought with the mighty Avengers on the side of right.



WHITE TIGER

An enigmatic figure with catlike instincts and martial arts mastery, the woman called the White Tiger aided the all-new Heroes for Hire in their battle against the U-Foes and has joined the group for reasons that remain a mystery.



ANT-MAN

Electronics engineer Scott Lang has adopted the costumed identity of former Avenger Henry Pym. Now he uses his abilities to shrink to ant-size, communicate with ants, and generate a bio-electric "sting" in the service of Heroes for Hire.



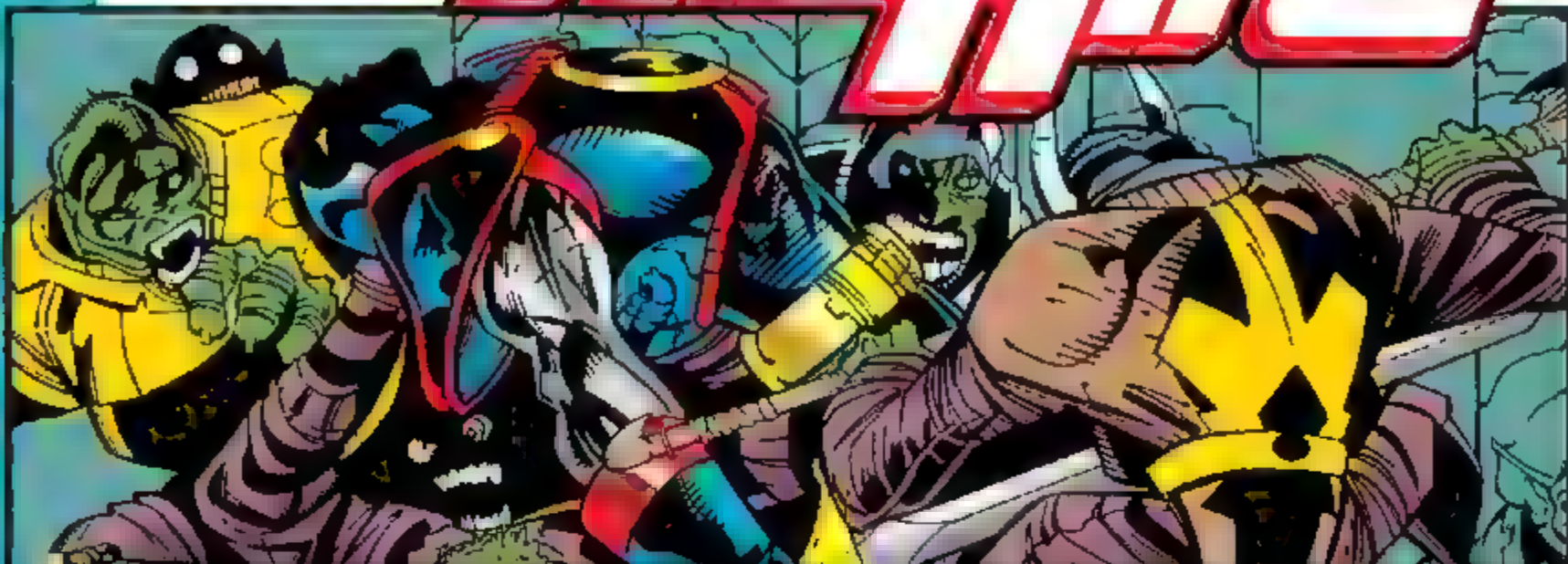
THUNDERBOLTS

They are the Earth's newest heroes — valiant defenders against tyranny and oppression, beloved and embraced by the public they are sworn to protect. But that same public would be shocked to discover that they are really the Masters of Evil, using their new identities and position to pave the way for their schemes of conquest. But what will happen when die-hard villains discover that they like the attention which comes from being heroes?



PREVIOUSLY IN

Heroes For Hire



Journeying to the sunken city of Lemuria, home of the hidden race called the Deviants, the Heroes for Hire attempted to rescue Thena of the Eternals and her children from the clutches of the Deviants' leader, Ghaur. However, the mission ran into severe complications when Ghaur's forces overwhelmed the team and separated them.



Help came from an unexpected quarter: the astonishing Ant-Man, who had slowed away secretly on the mission. Ant-Man revealed that he had been the team's backup from the beginning, a fact unbeknownst to team leader Iron Fist.

With Ant-Man's eleventh-hour assistance, and the unexpected mutation of Thena's children into the powerful composite being calling itself the Dark Angel, Ghaur's world-conquering scheme was foiled. But now, the battle-weary heroes find their escape from Lemuria blocked by a horde of angry Deviants!




WELL!
THIS IS A
PICKLE!

NOT ONLY DO WE HAVE THE HEROES
FOR HIRE AND FRIENDS FIGHTING
FOR THEIR LIVES AGAINST A HORDE OF
DEVIANTS IN SUNKEN LEMURIA... BUT
WE'VE ALSO GOT A BUNCH OF THUNDER-
BOLTS FANS WHO DROPPED IN LOOKING
FOR THEIR FAVORITE HEROES AND ARE
WONDERING WHAT'S GOING ON! (THANK
HARRAS FOR THOSE SPIFFY GATEFOLD
COVERS, THAT'S WHAT I SEZ!)

THE THUNDERBOLTS TAKE OVER!


JOHN OSTRANDER: WRITER, PASCUAL FERRY: PENCILER, JAIME MENDOZA: INKER
JON BABCOCK: LETTERER, JOE ROSAS: COLORIST, MARK BERNARDO: EDITOR
BOB HARRAS: EDITOR IN CHIEF



HALT!


SINCE MY PLAN INVOLVING THE ANTI-MIND HAS *FAILED*,* I WILL NOT RISK THE LIVES OF MORE OF MY PEOPLE IN SENSELESS COMBAT!

*DETAILS ARE IN OUR LAST TWO ISSUES!
--Mark



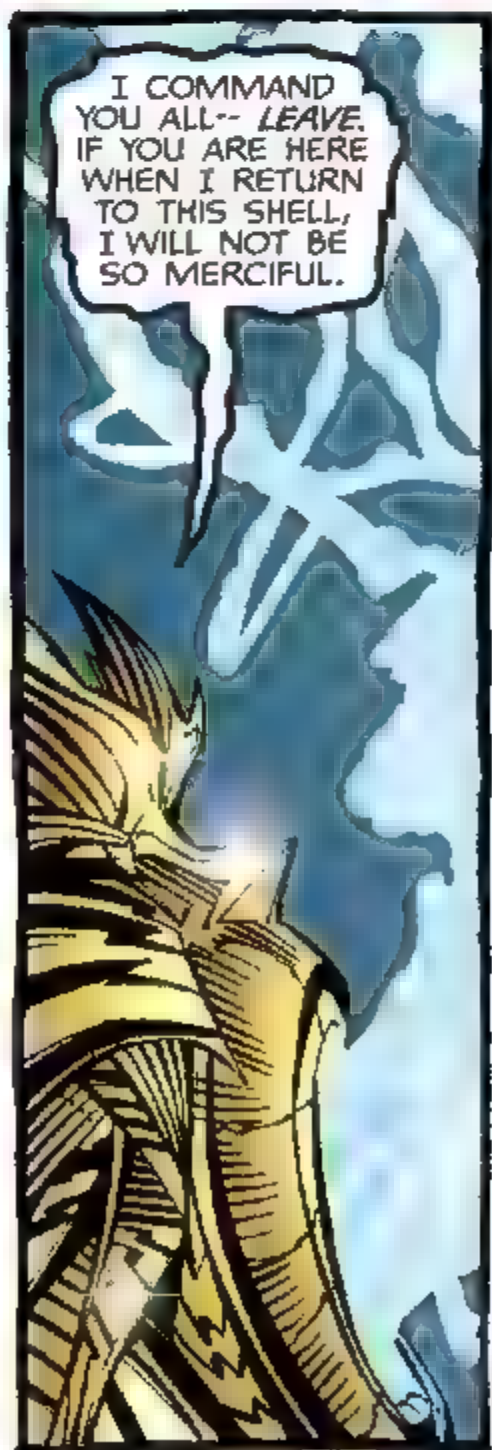
A SHORT TIME AGO YOU WERE WILLING TO RISK OUR LIVES, MINDS AND SOULS IN A FUTILE ATTEMPT TO ENTER THE MIND OF A *CELESTIAL*-- A PLOY THAT WOULD'VE SPELLED ALL OUR DOOMS!

NOW YOU SEEK TO WIN OUR LOYALTY AGAIN! KRO IS NOT FOOLED!

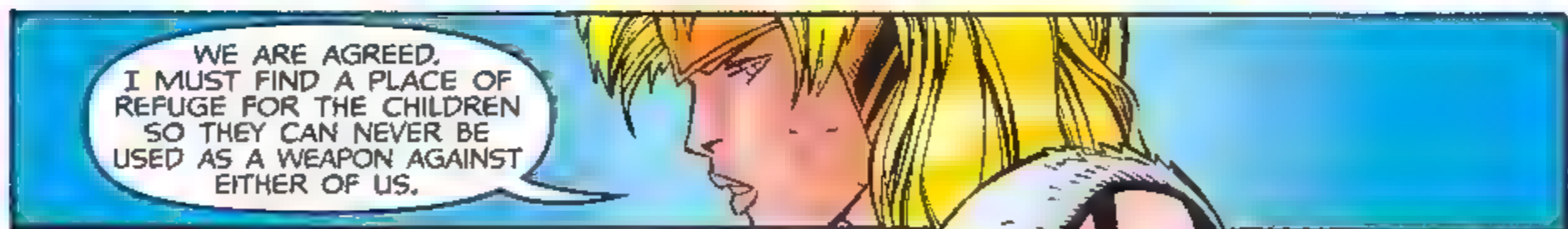


BELIEVE WHAT YOU *WISH*, WARLORD. I HAVE WON. I CAN *STILL* FORM THE ANTI-MIND WHEN I CHOOSE. YOU CANNOT *UNDO* WHAT I HAVE WROUGHT WITHOUT MY COOPERATION-- WHICH I WILL *NEVER* GIVE.

I HAVE WON.



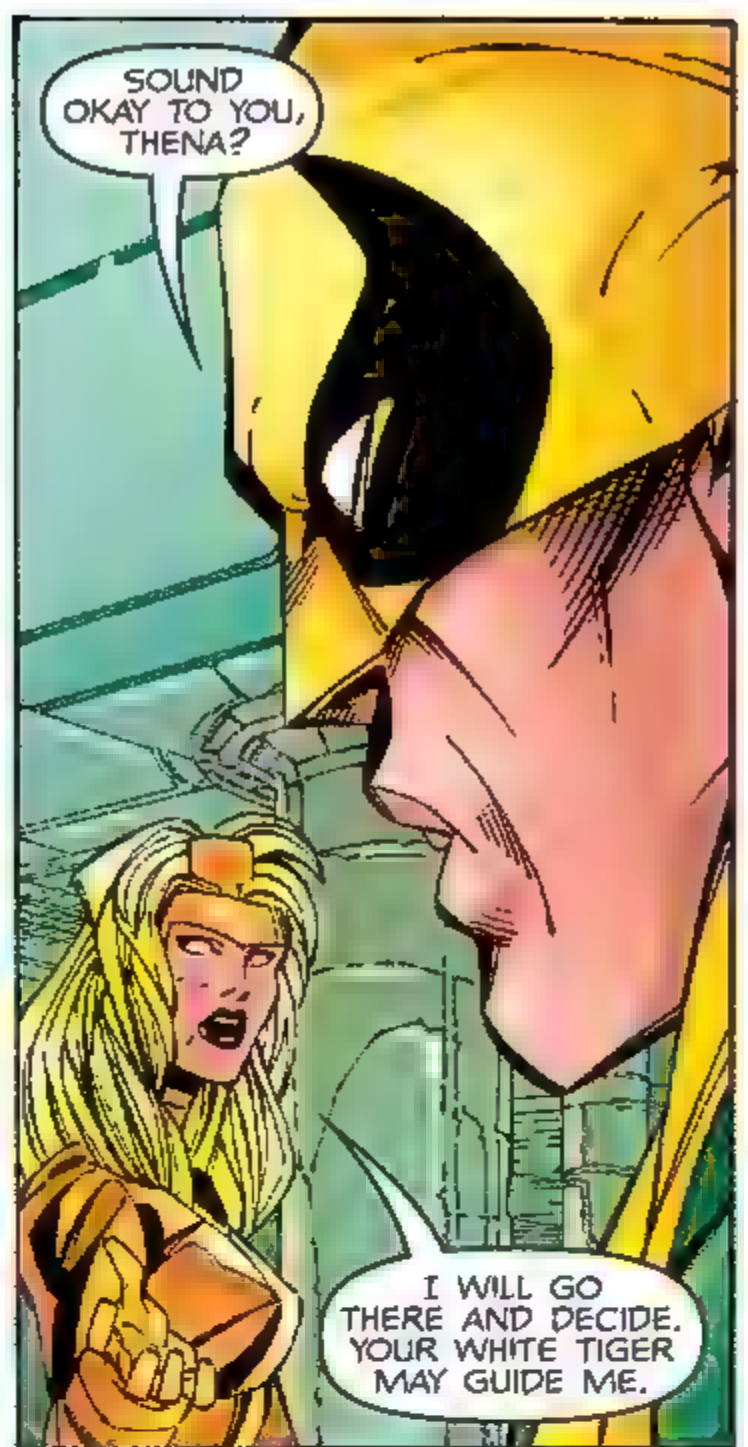
I COMMAND YOU ALL-- *LEAVE*. IF YOU ARE HERE WHEN I RETURN TO THIS SHELL, I WILL NOT BE SO MERCIFUL.





I THINK YOU OWE US AN EXPLANATION, TIGER....!

PERHAPS LATER. AFTER I HAVE BROUGHT THENA AND HER CHILDREN TO WUNDAGORE. PERHAPS THE HIGH EVOLUTIONARY CAN HELP THEM MASTER THEIR TRANSFORMATION, YES?



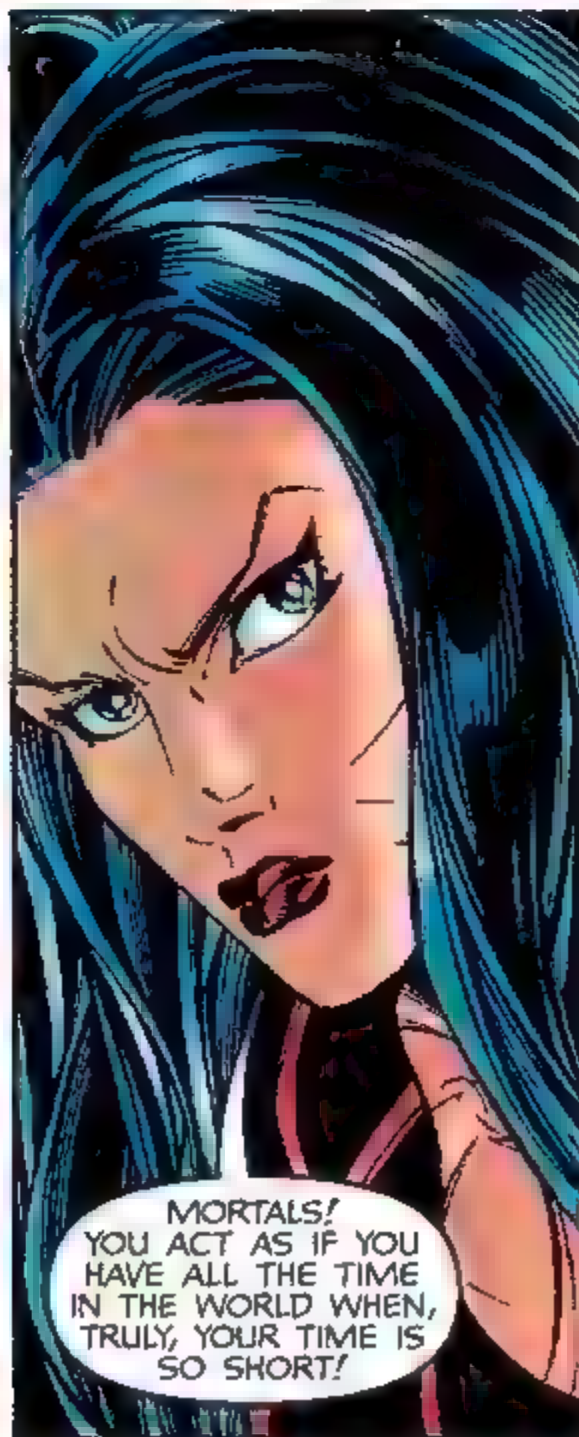
SOUND OKAY TO YOU, THENA?

I WILL GO THERE AND DECIDE. YOUR WHITE TIGER MAY GUIDE ME.

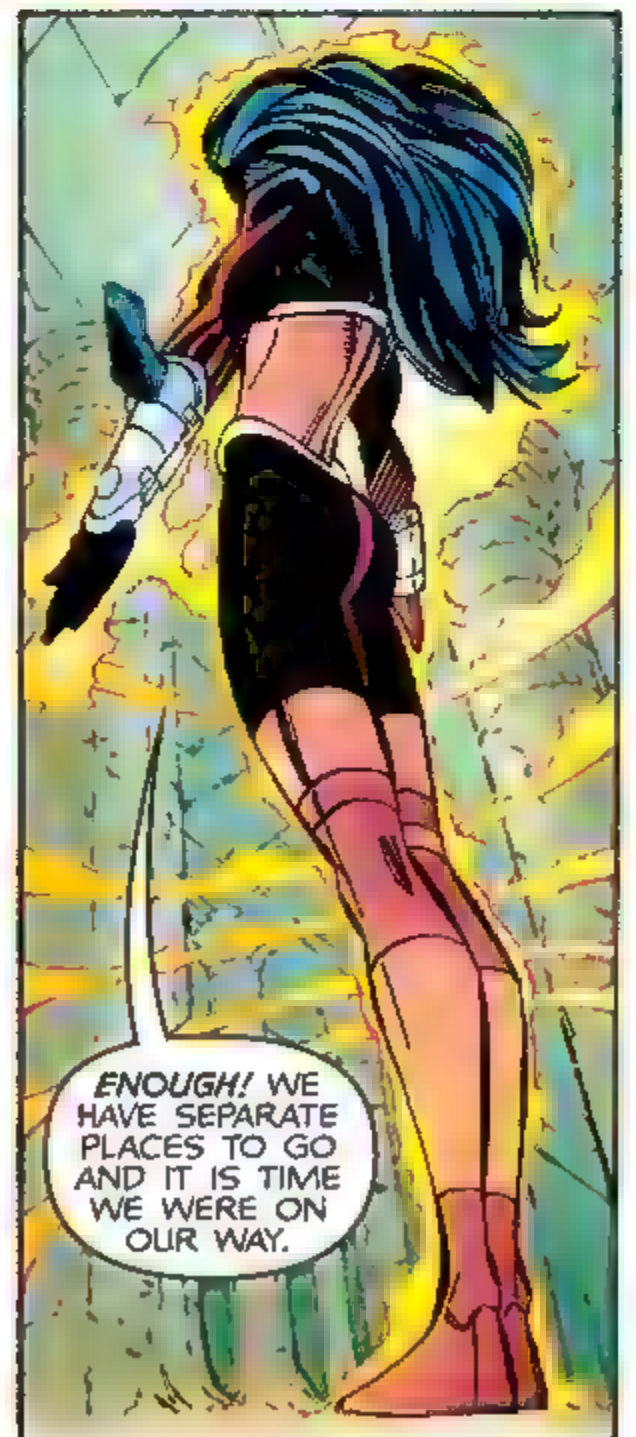


WHAT OF US, DANE? WE HAVE SHARED A SACRED BOND-- THE GANN JOSIN. WHAT CAN WE SHARE NOW?

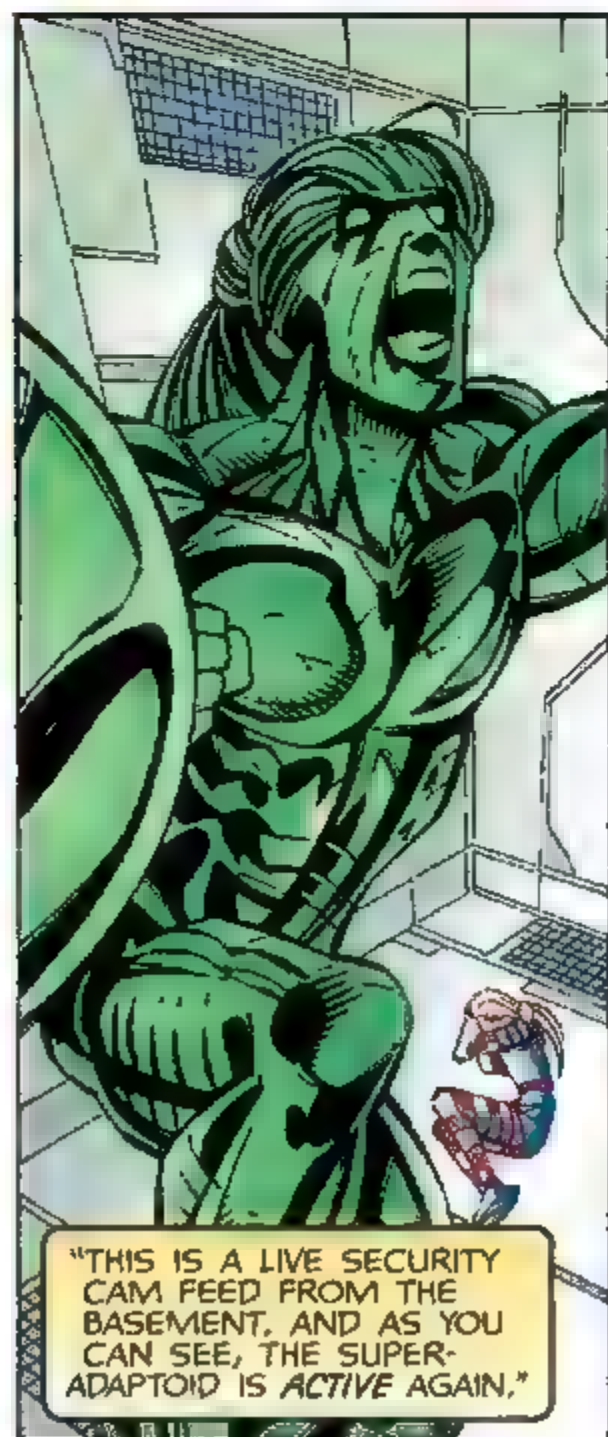
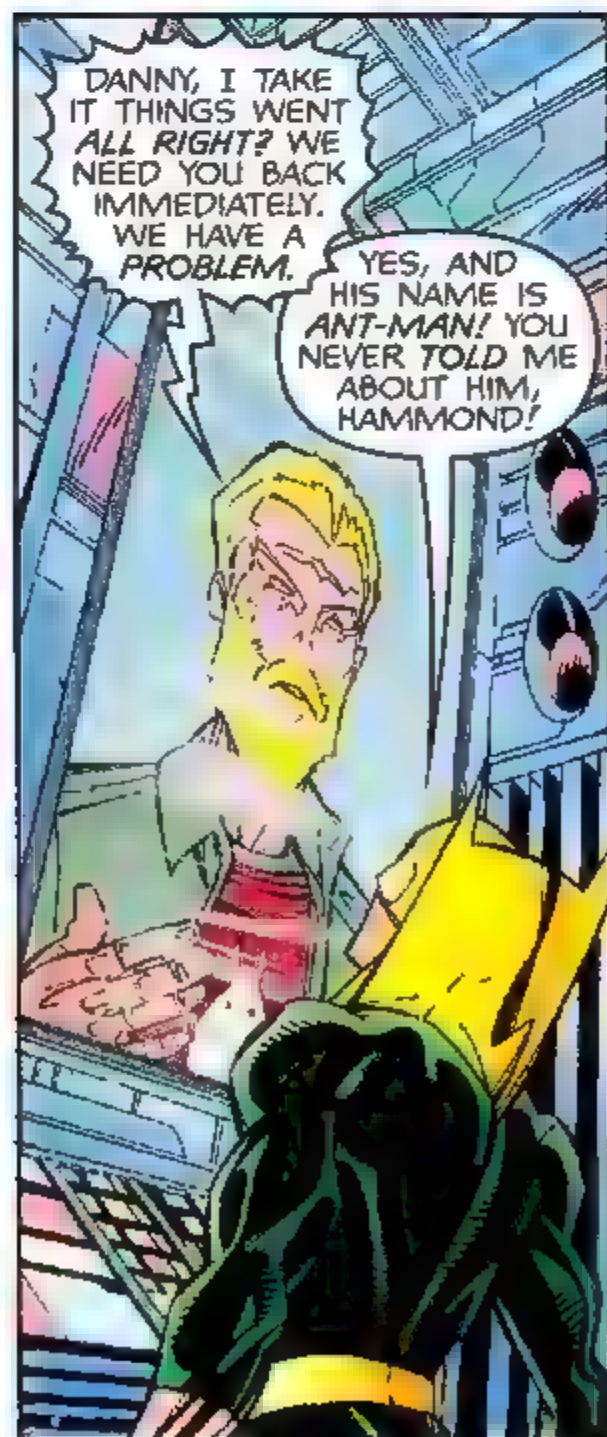
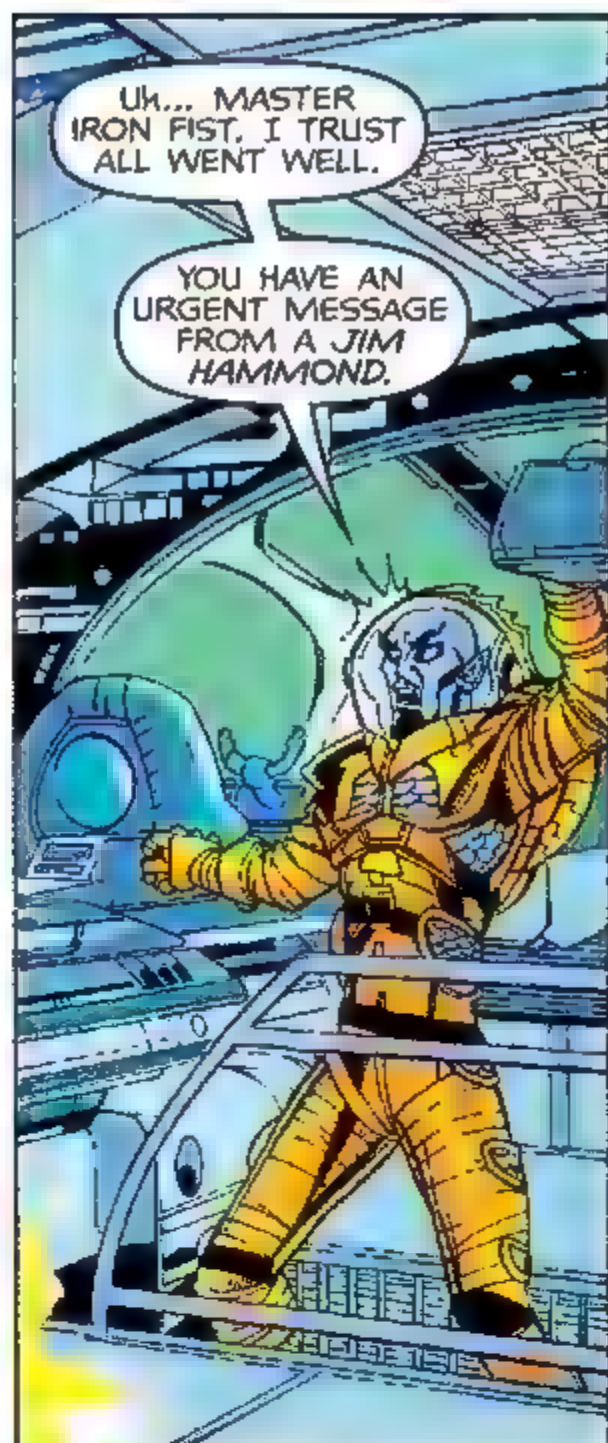
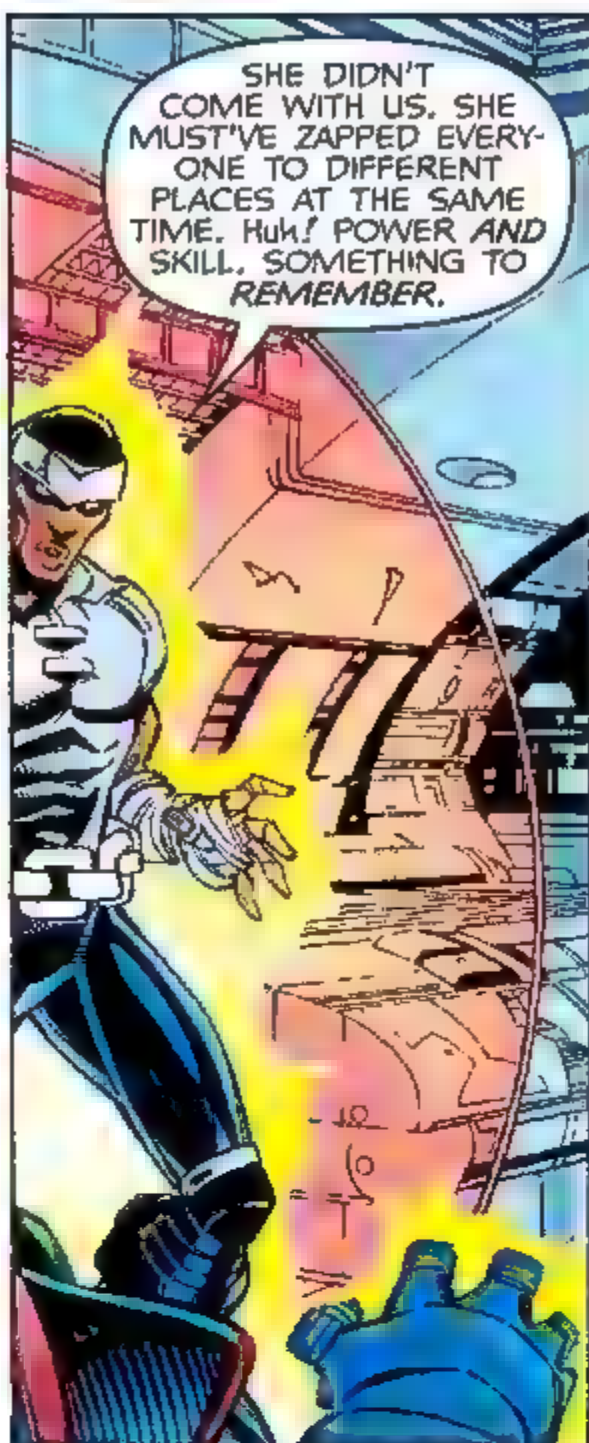
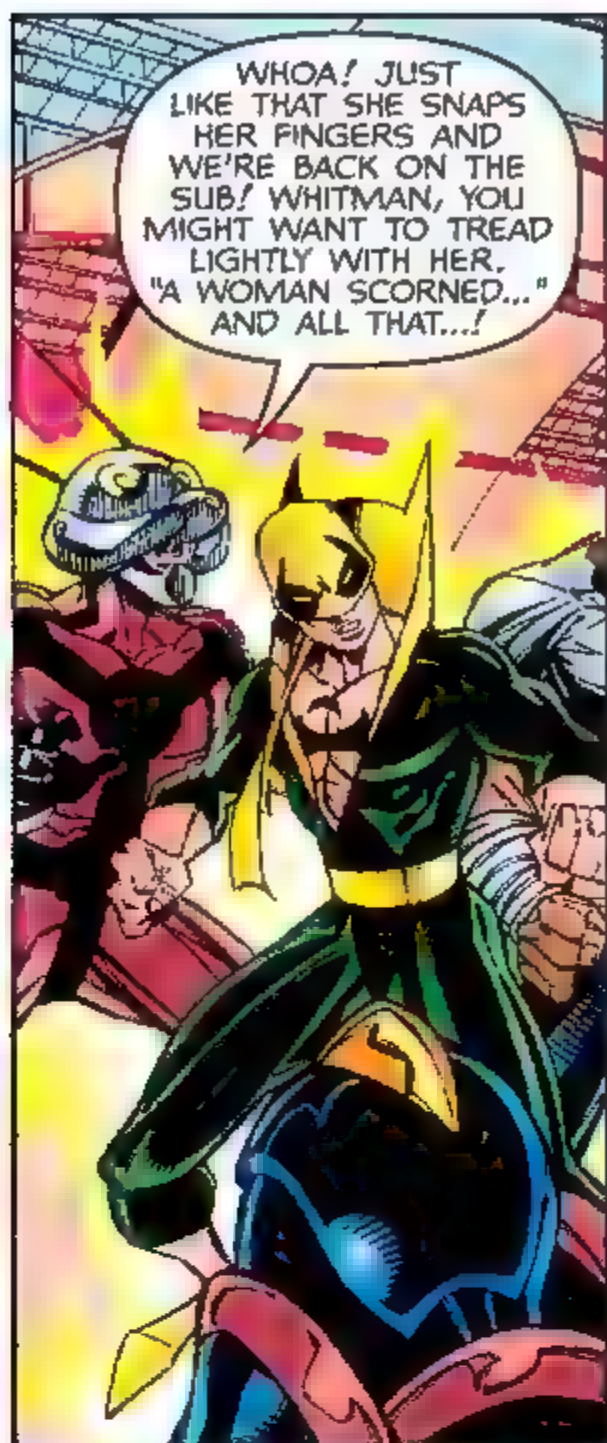
I... DON'T KNOW, SERSI. I WAS TORN BETWEEN YOU AND CRYSTAL, AND NOW SHE'S DEAD-- KILLED BY ONSLAUGHT. I... NEED TIME TO THINK....!

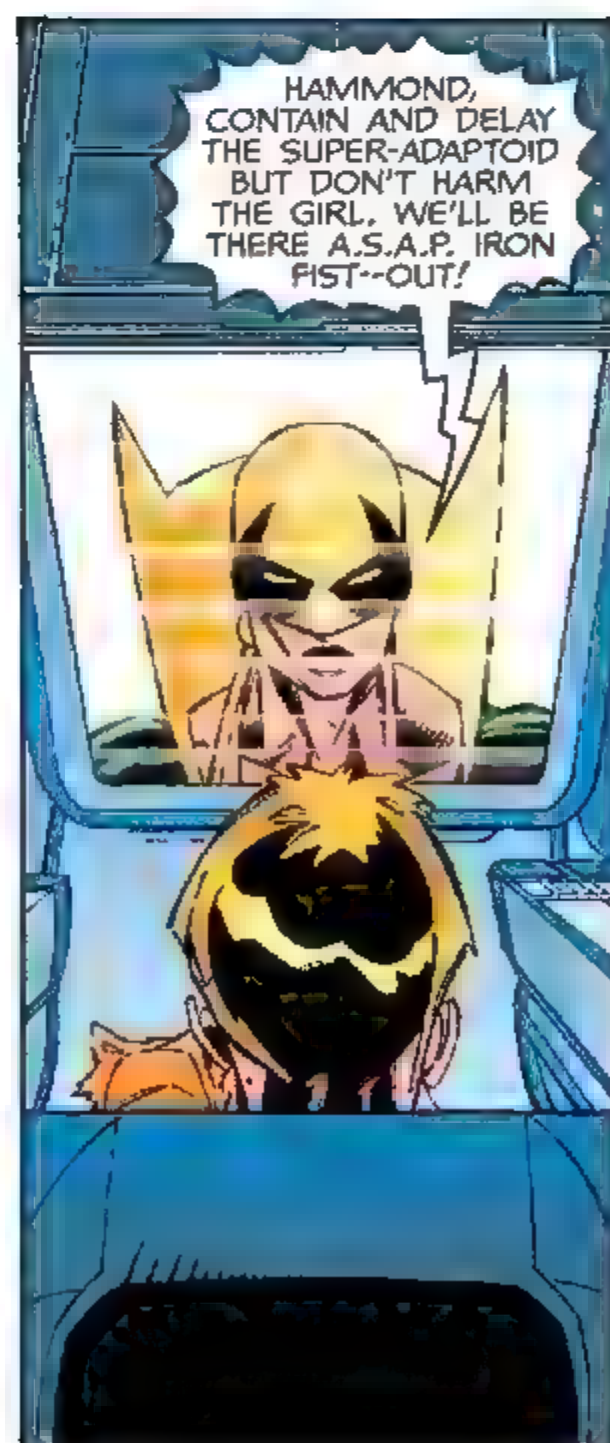
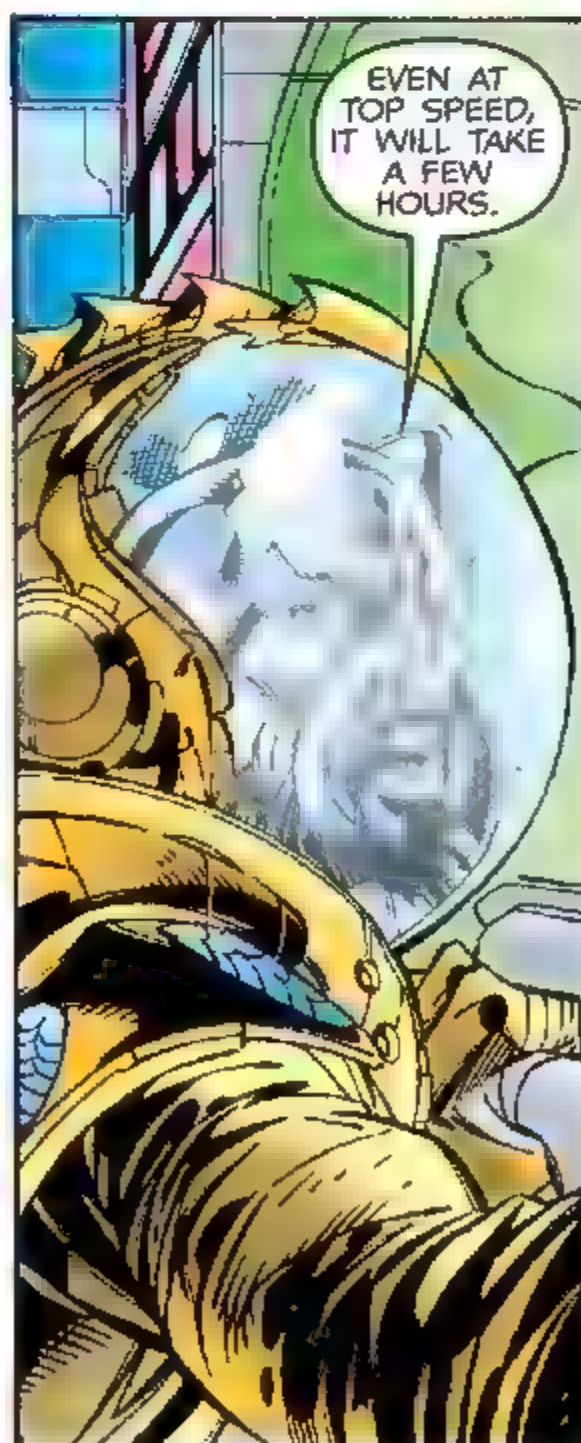
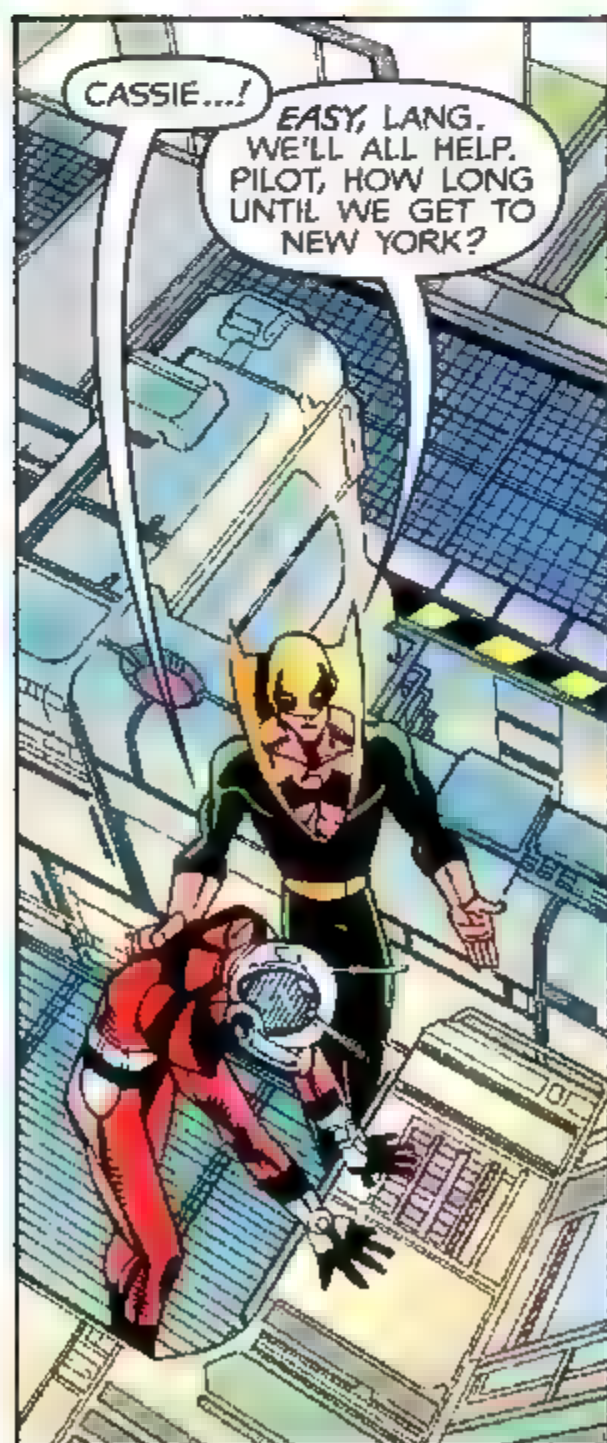
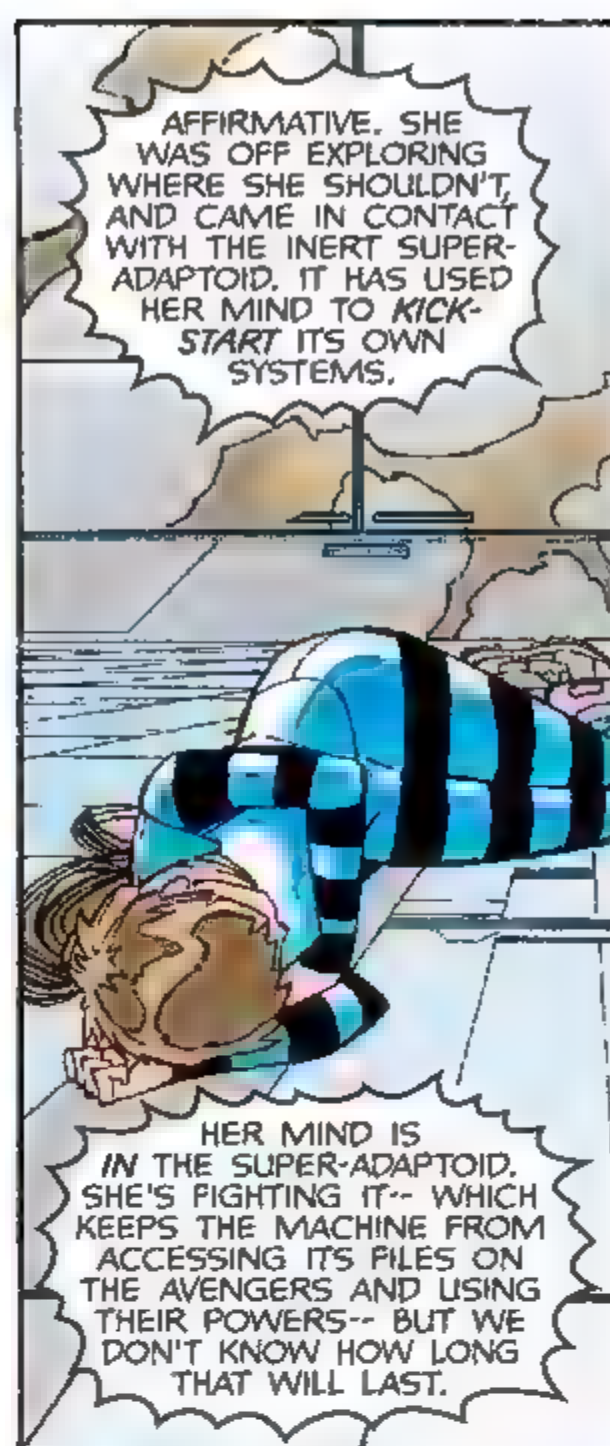
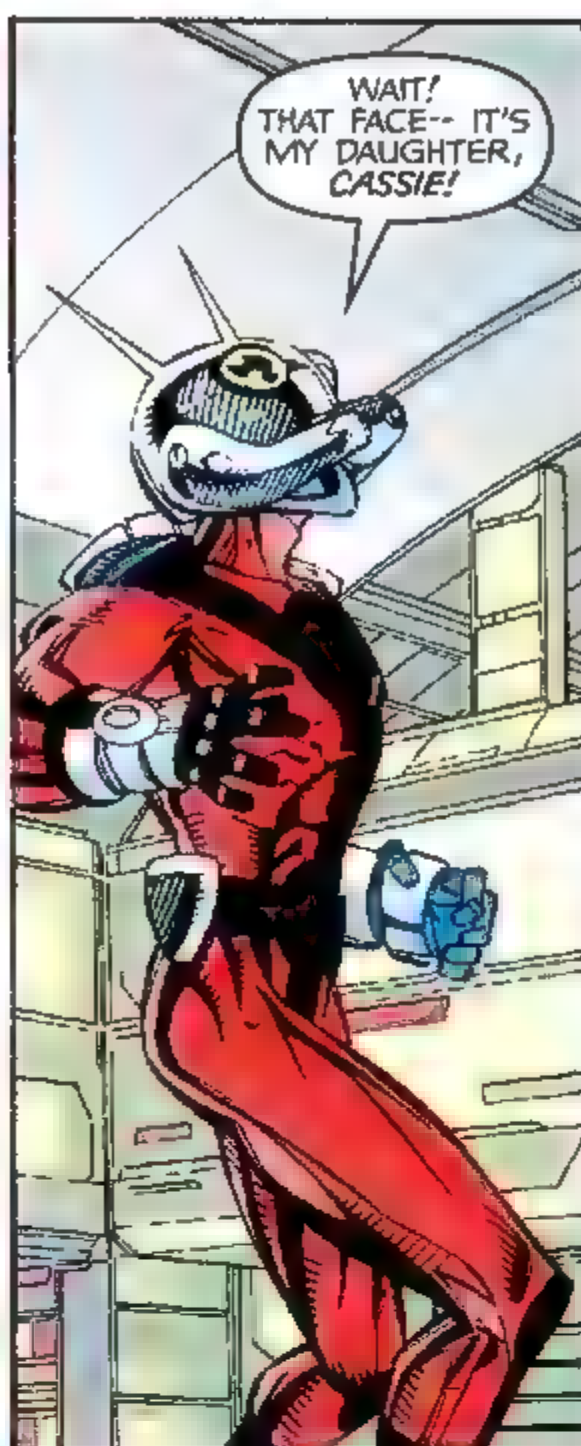
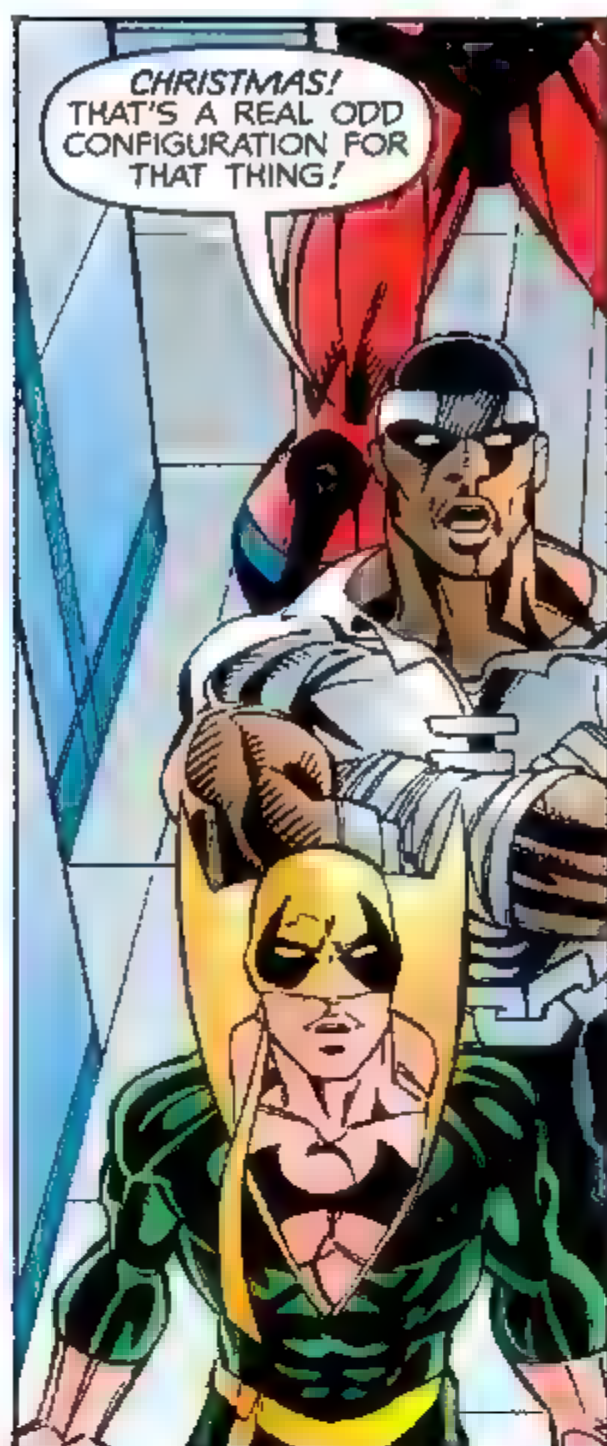


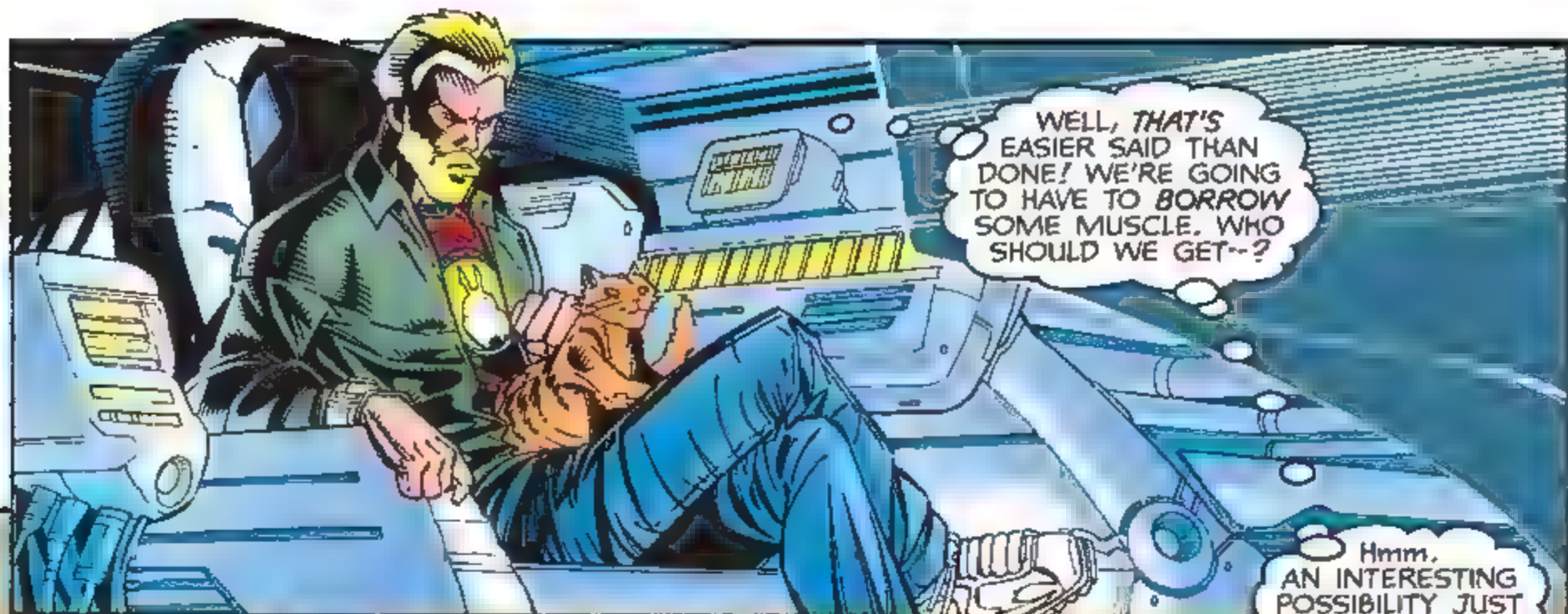
MORTALS! YOU ACT AS IF YOU HAVE ALL THE TIME IN THE WORLD WHEN, TRULY, YOUR TIME IS SO SHORT!



ENOUGH! WE HAVE SEPARATE PLACES TO GO AND IT IS TIME WE WERE ON OUR WAY.







WELL, THAT'S EASIER SAID THAN DONE! WE'RE GOING TO HAVE TO BORROW SOME MUSCLE. WHO SHOULD WE GET--?

Hmm, AN INTERESTING POSSIBILITY JUST CROSSED MY MIND....!

FOUR FREEDOMS PLAZA, ONCE HOME TO THE MIGHTY FANTASTIC FOUR...

METEORITE
(AKA MOONSTONE)

ATLAS
(AKA GOLIATH)

MACH-1
(AKA THE BEETLE)

SONGBIRD
(AKA SCREAMING MIMI)

...NOW HEADQUARTERS TO A GROUP OF HEROES THE PUBLIC KNOWS AS THE THUNDERBOLTS-- BUT WHO ARE SECRETLY BARON ZEMO AND THE MASTERS OF EVIL!

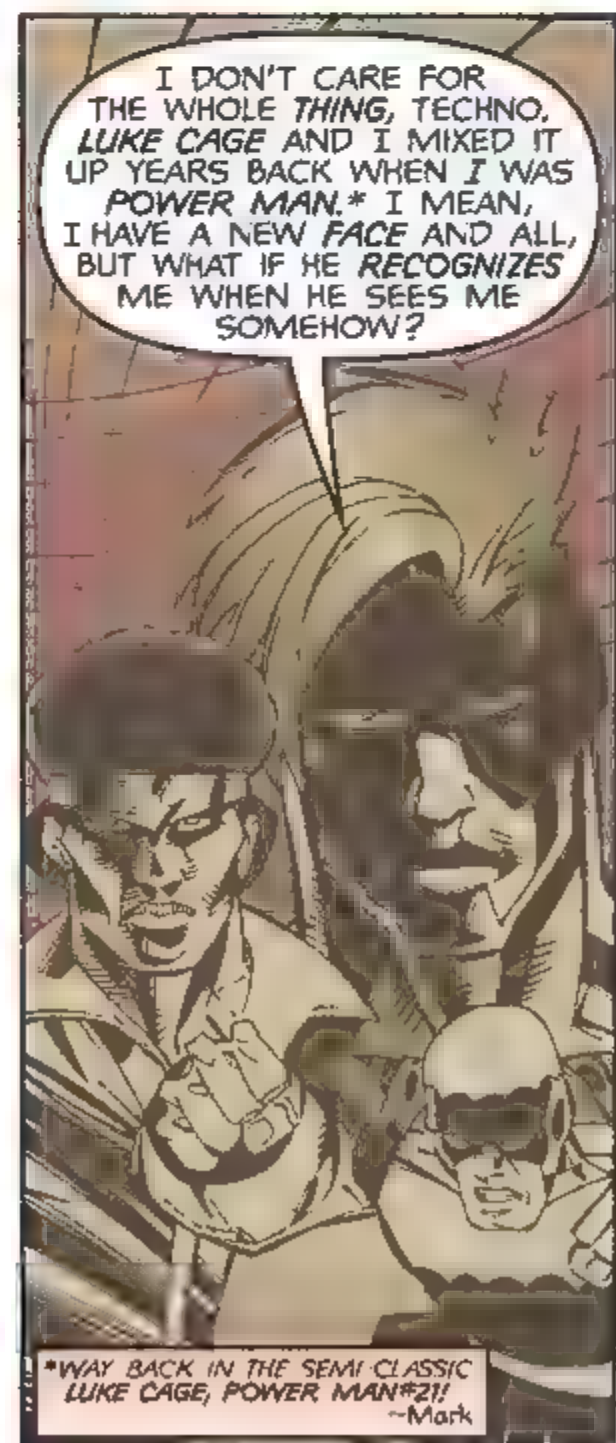
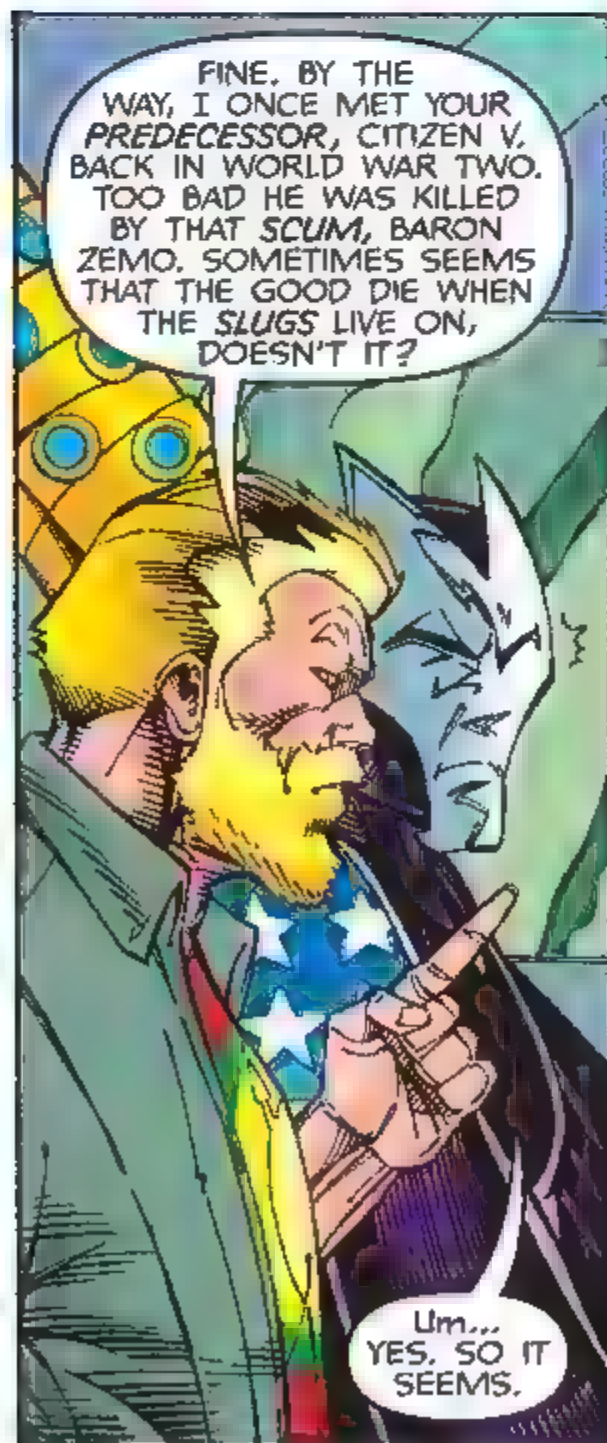
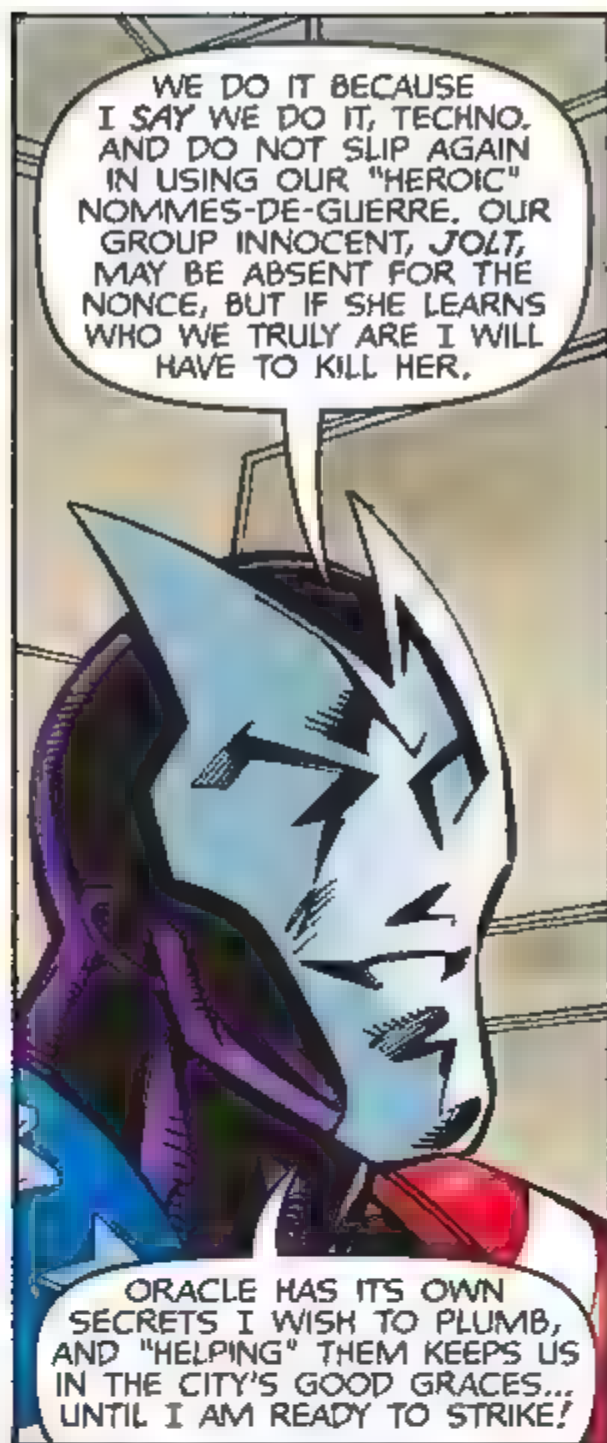
CITIZEN V
(AKA BARON ZEMO)

TECHNO
(AKA THE FIXER)

WE HAVE BEEN ASKED BY OUR LIAISON IN THE MAYOR'S OFFICE, DALLAS RIORDAN, TO OFFER OUR ASSISTANCE TO ORACLE, INC., IN CONTAINING THE CREATURE KNOWN AS THE SUPER-ADAPTOID.

I HAVE AGREED. PREPARE FOR DEPARTURE IMMEDIATELY.

WHAT'S THE POINT, BARON? WE HAVE THE AVENGERS' FILES!



AS YOU CAN SEE, THE SUPER-ADAPTOID IS STARTING TO FORCE ITS WAY INTO SOME OF ITS MEMORY FILES.

YES, YES. THIS WILL ALL BE *EASIER*, Mr. HAMMOND, IF YOU JUST LET TECHNO TAP INTO YOUR COMPUTER FILES AND DOWNLOAD THE DATA ON THE CREATURE.

"THE REST OF YOU-- COME WITH ME."

IS THAT QUITE
NECESSARY?
WE HAVE SOME
VERY SENSITIVE
INFORMATION...

HE'LL JUST ACCESS THE FILES REGARDING THE ADAPTOID, I ASSURE YOU. IT MAY HELP US TO CONTAIN THE CREATURE, NOTHING ELSE WILL BE SCANNED.

SCOUT'S HONOR!

WELL, ALL RIGHT...

GOOD. TECHNO, MAKE SURE YOU GET EVERYTHING WE NEED.

A close-up of a green, vine-like creature with a speech bubble. The creature has a thick, green, segmented body that resembles a vine or a snake. It has a long, thin, white, whip-like appendage extending from its head. The speech bubble is white with a black border and contains the text: "MUST... HAVE FILES! WILL HAVE... FILES...!". The background is a light blue and white pattern, possibly representing a wall or a sky.

MUST...
HAVE FILES!
WILL HAVE...
FILES...!

A close-up of a green, vine-like creature with a speech bubble. The creature has a thick, green, segmented body with a dark green, almost black, eye-like opening. It is positioned on the left side of the frame, with its body extending towards the center. A speech bubble originates from the creature, containing the text: "MUST... HAVE FILES! WILL HAVE... FILES...!". The background is a light blue and white, suggesting a sky or a wall with some faint, sketchy lines. The overall style is that of a comic book illustration.

MUST...
HAVE FILES!
WILL HAVE...
FILES...!



SHUT
UP AND LIE
DOWN!

WHAM

ATLAS, YOU
DOLT! PHYSICAL
CONTACT ENABLES
THE CREATURE TO
MIMIC YOUR
POWERS!

SORRY,
BOSS! I WASN'T
THINKING! I...
OBOY!

IT'S
DOING ME
AS GOLIATH,
BOSS!

Hmm. FASCINATING.
IT APPEARS THE CREA-
TURE IS MANIFESTING
ITSELF AS OUR MASTERS
OF EVIL PERSONAS.
HARDLY WHAT YOU HAD
IN MIND, eh, BARON?
OR WAS IT?

HARDLY.

NOW WE ARE
GOING TO HAVE TO
DESTROY IT BEFORE
IT REVEALS OUR
SECRETS.

MEANWHILE, BACK IN
THE CENTRAL
COMMAND ROOM,
AN ALARM GOES OFF!

BREEP
BREEP

WHAT
THE HECK
IS THAT?

Oh, JUST AN
ALARM THAT GOES
OFF WHEN SOMEONE
TRIES TO ACCESS
FILES FOR WHICH
THEY DON'T HAVE
PROPER CLEARANCE.
YOU MUST HAVE
TRIPPED IT.

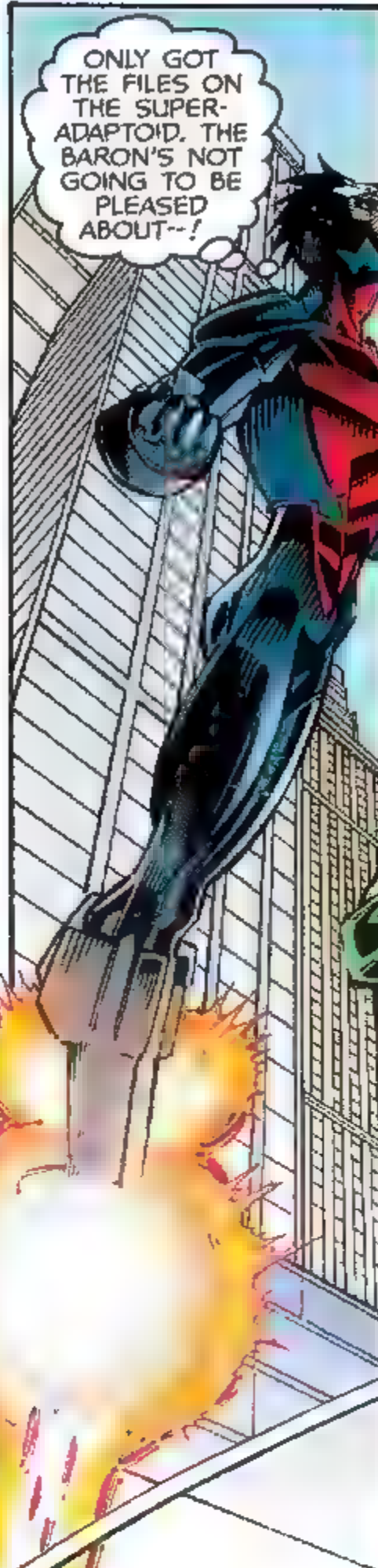
Oh. Heh!
MY MISTAKE! I'M
STILL NOT USED TO
THIS BODY, YOU SEE.
HAD AN ORGANIC
ONE, BUT IT GOT
KILLED.* WON'T
HAPPEN AGAIN.

GOOD IDEA.
SECOND TIME
TRIGGERS AN
ELECTRONIC SURGE
GUARANTEED TO
KILL MOST SYSTEMS.
YOU ABOUT DONE
IN THERE?

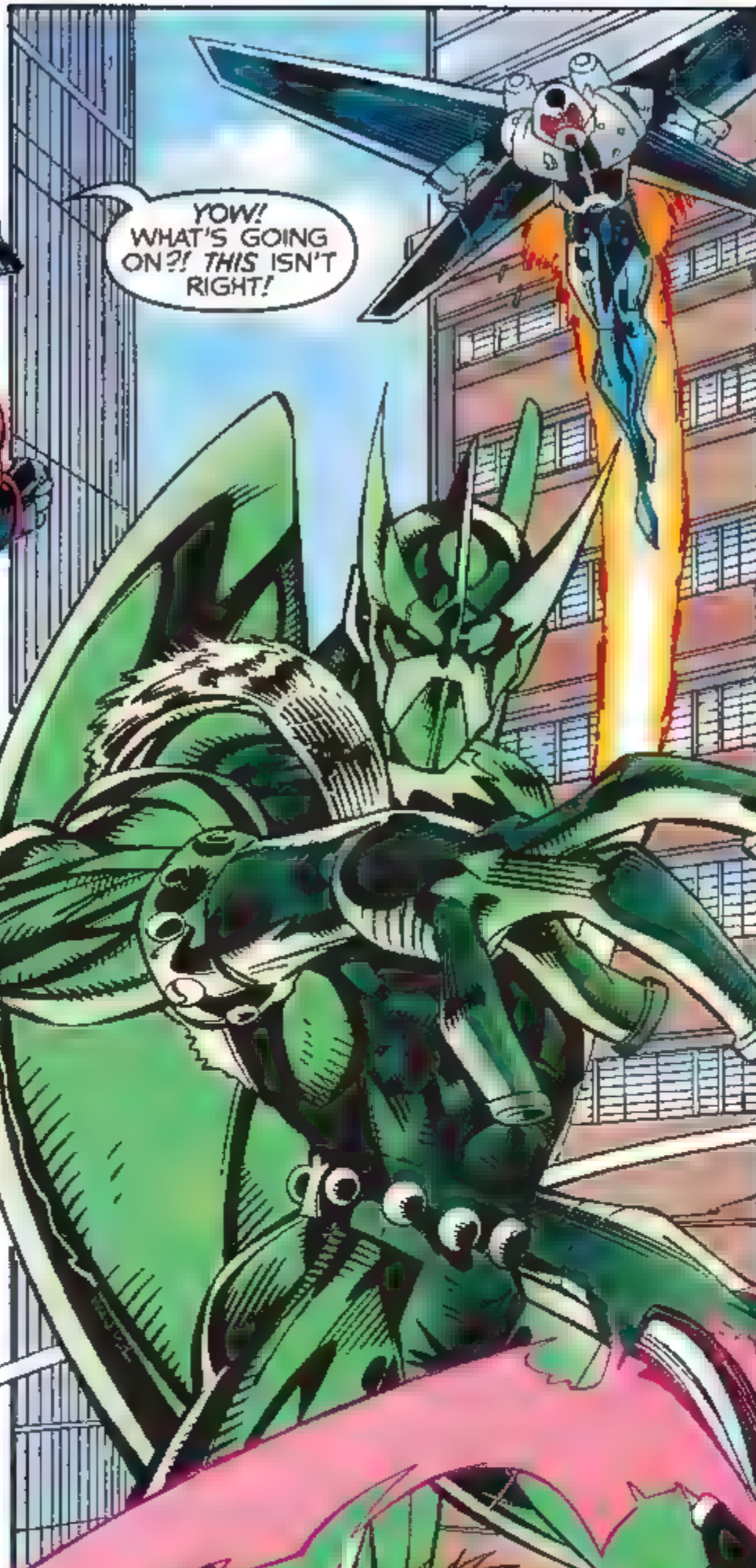
Oh YEAH! YUP!
ABSOLUTELY!

*BACK IN T-BOLTS #7.
--Mark

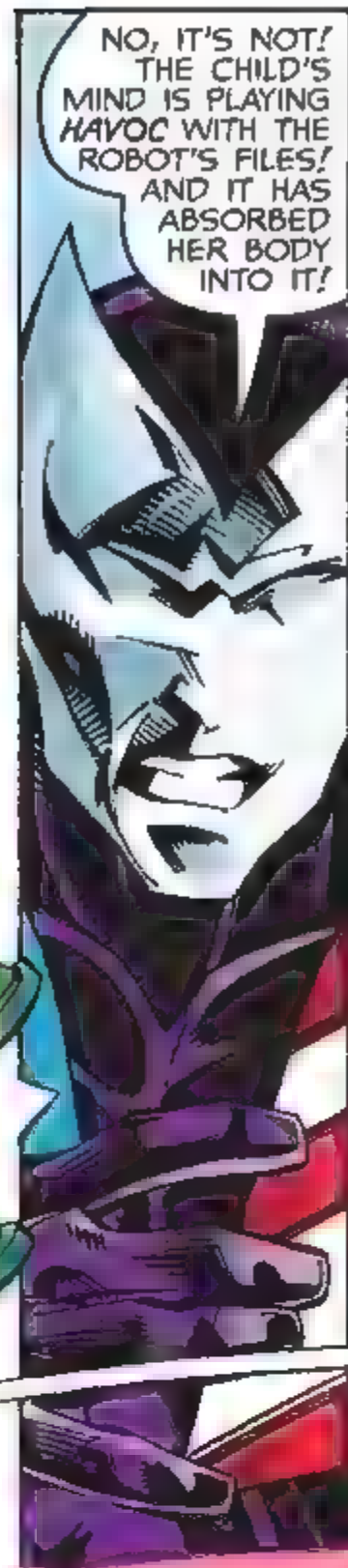
THEN I'M SURE
YOU'LL WANT TO JOIN
YOUR TEAMMATES.
THE SUPER-ADAPTOID
HAS ESCAPED UP TO
THE ROOF.



ONLY GOT
THE FILES ON
THE SUPER-
ADAPTOID. THE
BARON'S NOT
GOING TO BE
PLEASED
ABOUT--!



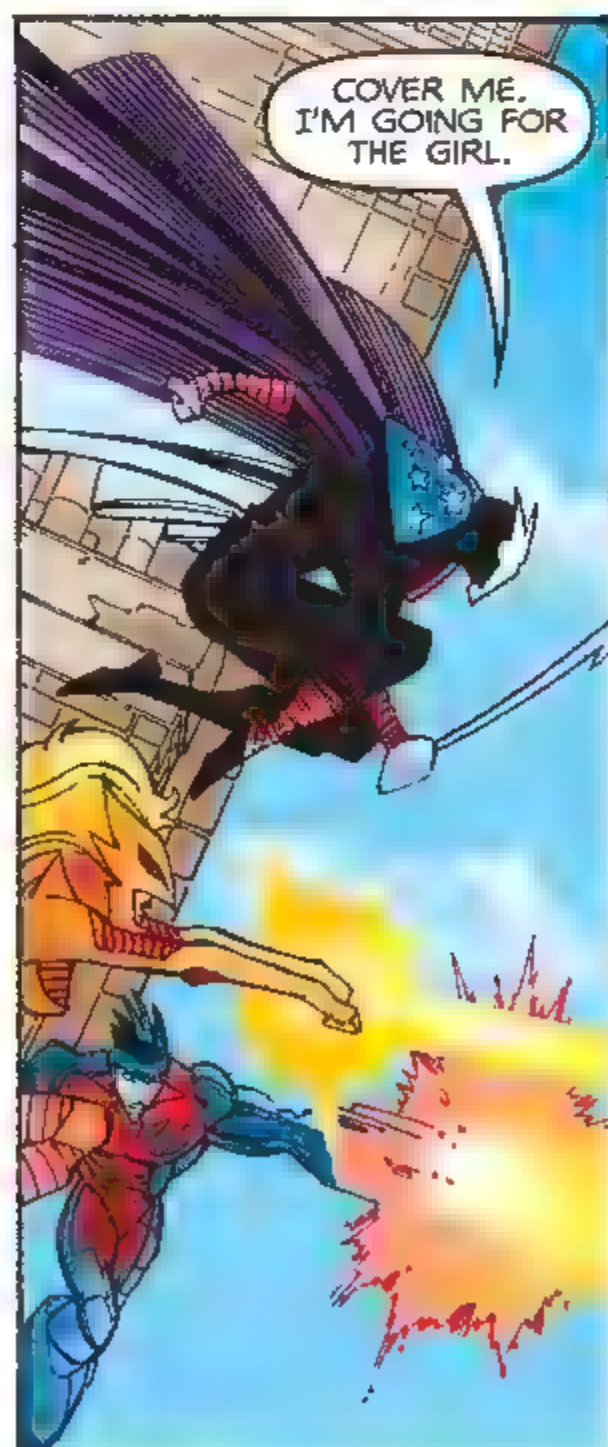
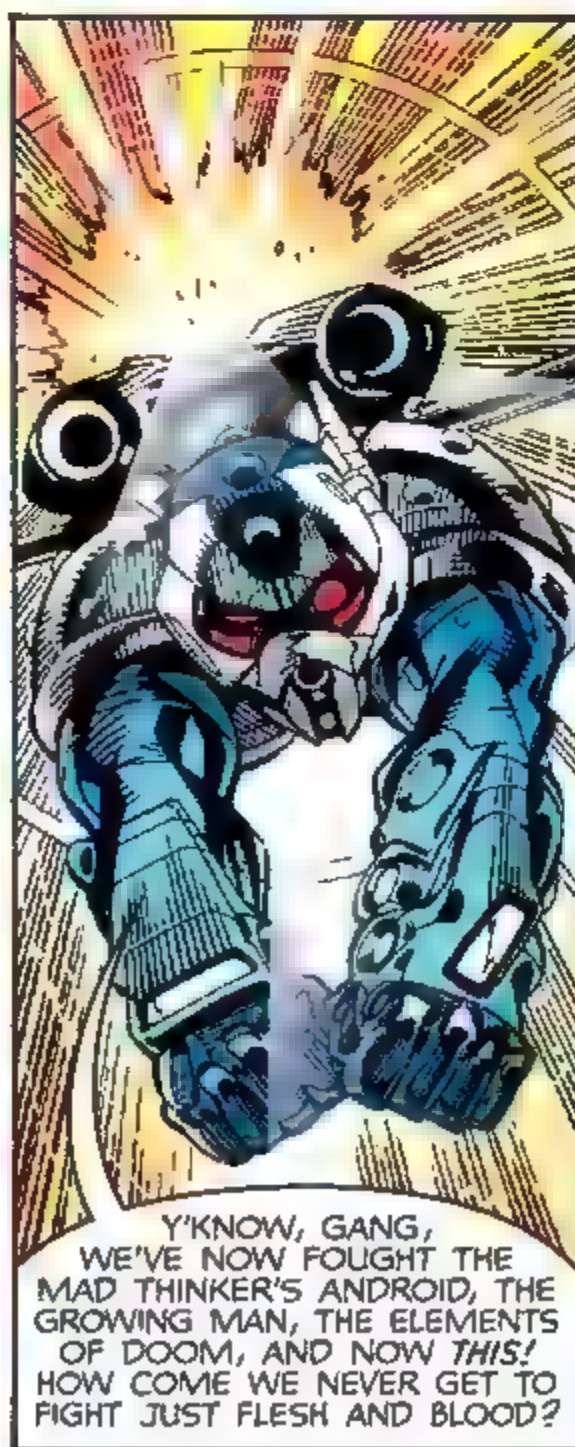
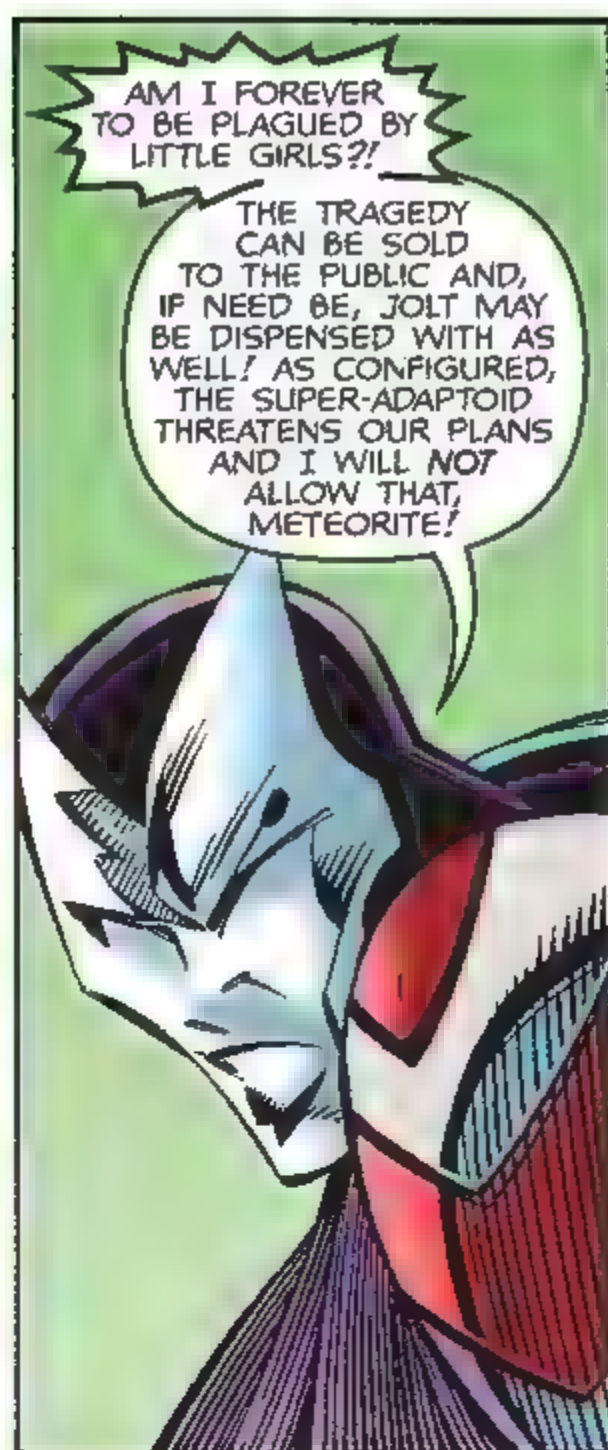
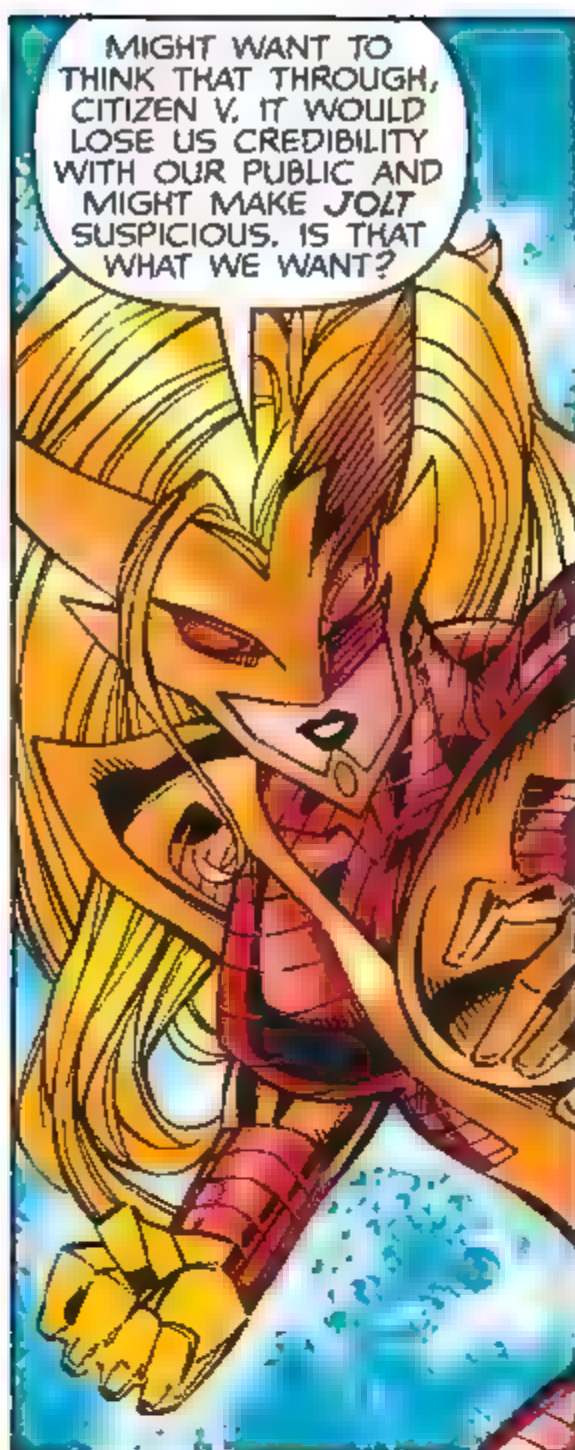
YOW!
WHAT'S GOING
ON?! THIS ISN'T
RIGHT!



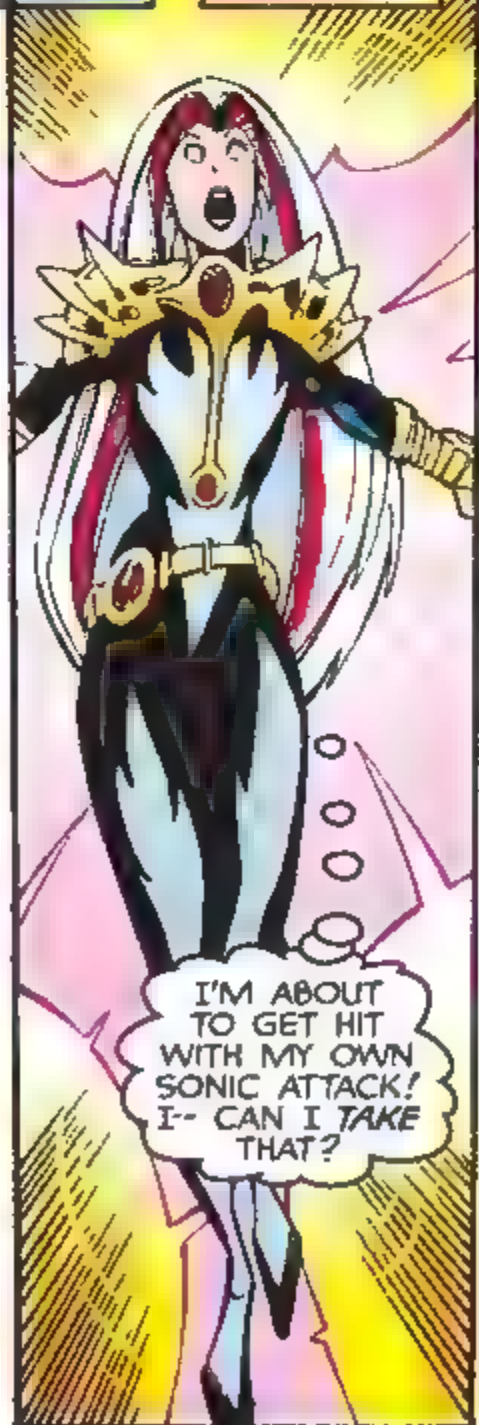
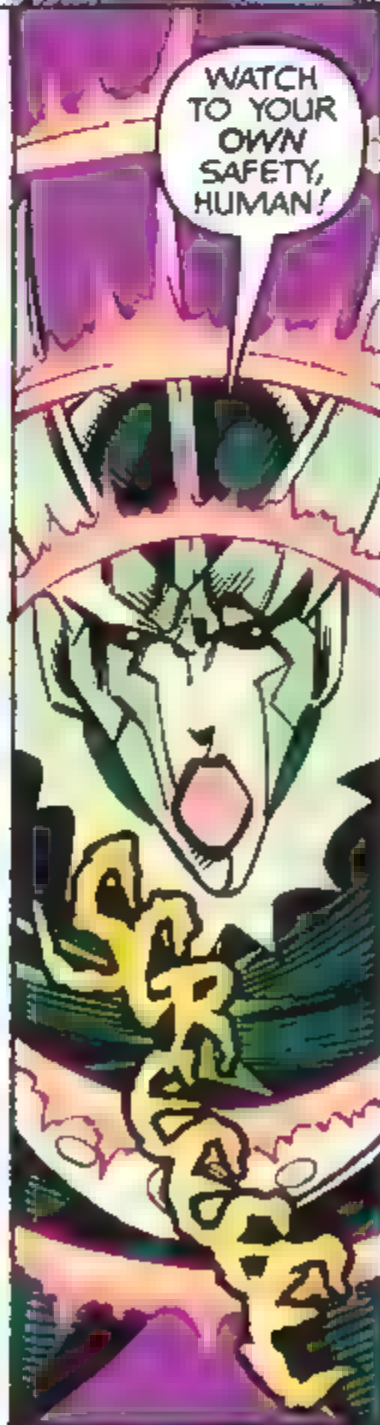
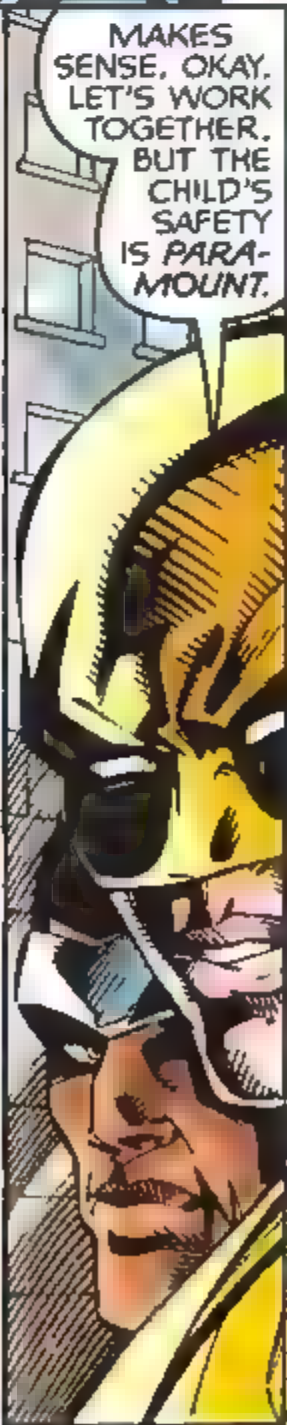
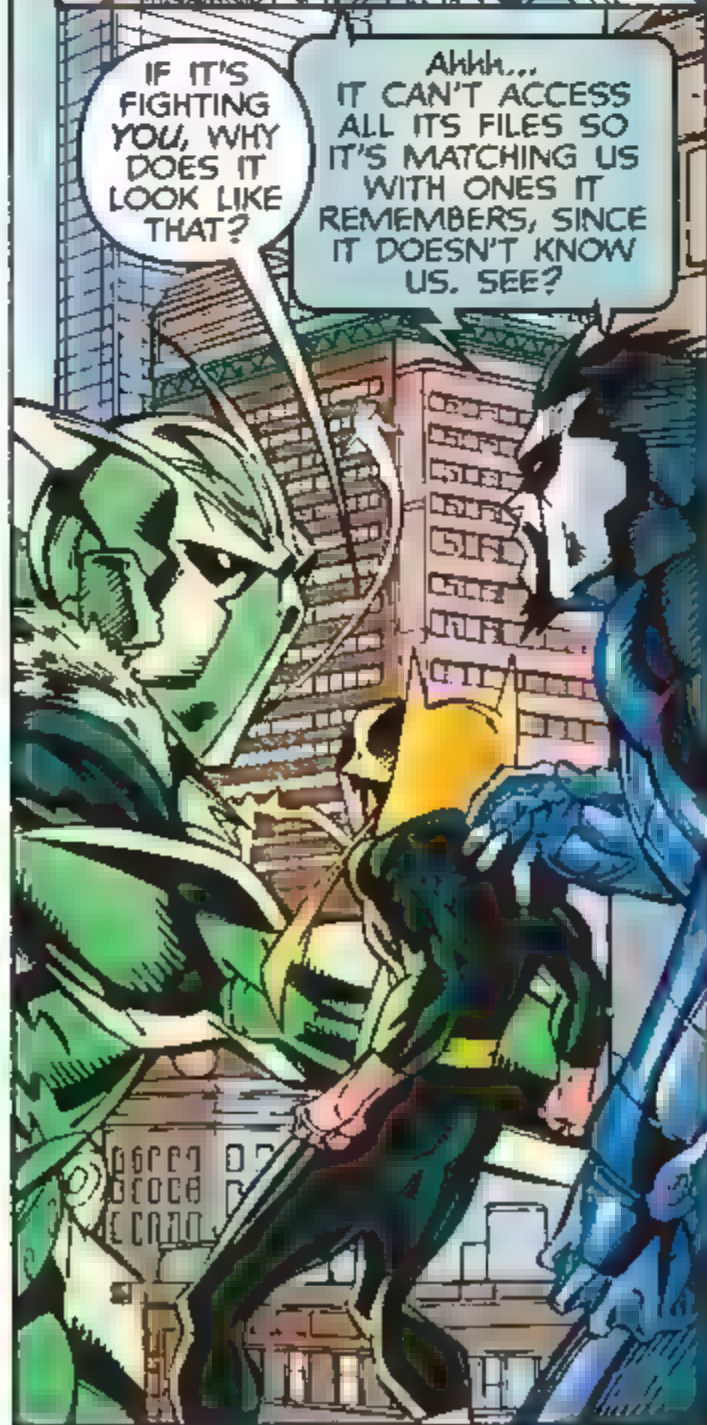
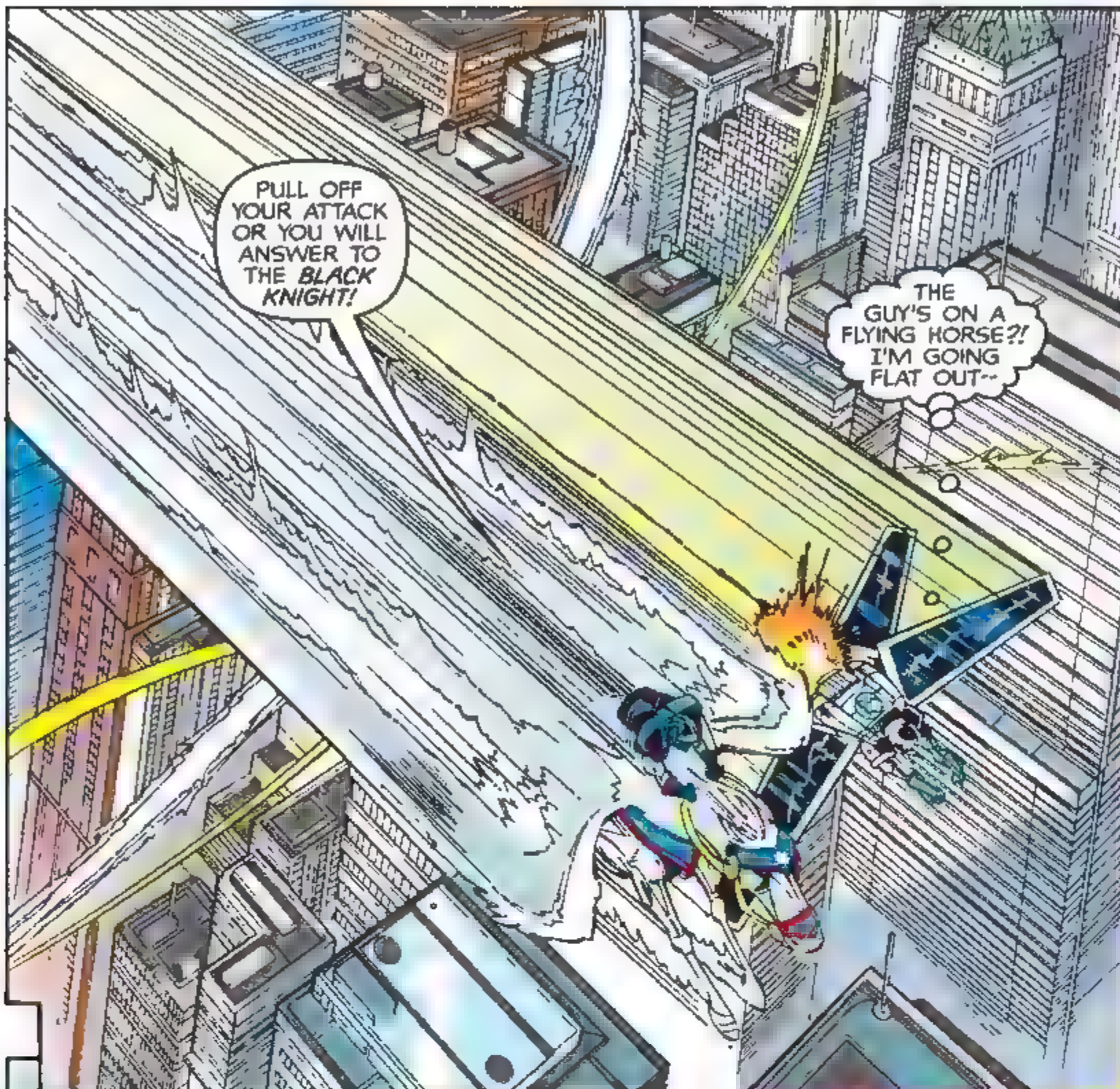
NO, IT'S NOT!
THE CHILD'S
MIND IS PLAYING
HAVOC WITH THE
ROBOT'S FILES!
AND IT HAS
ABSORBED
HER BODY
INTO IT!

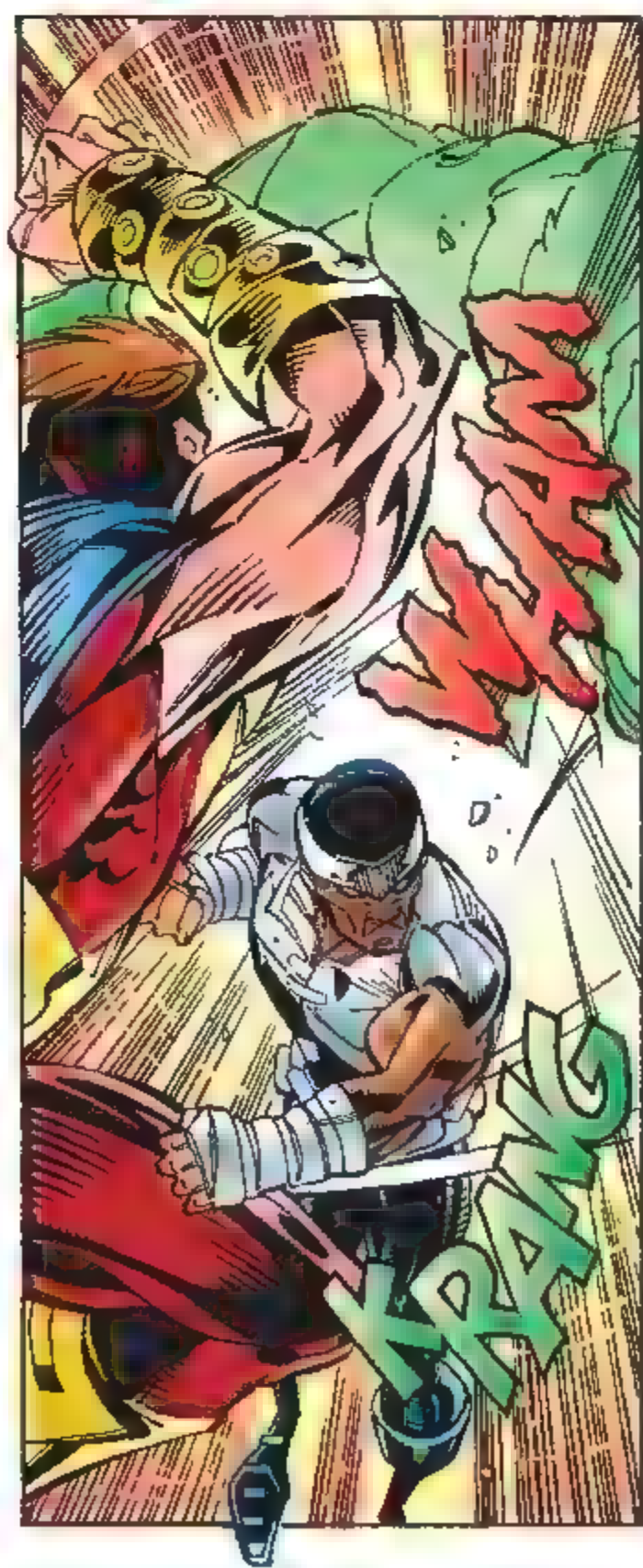
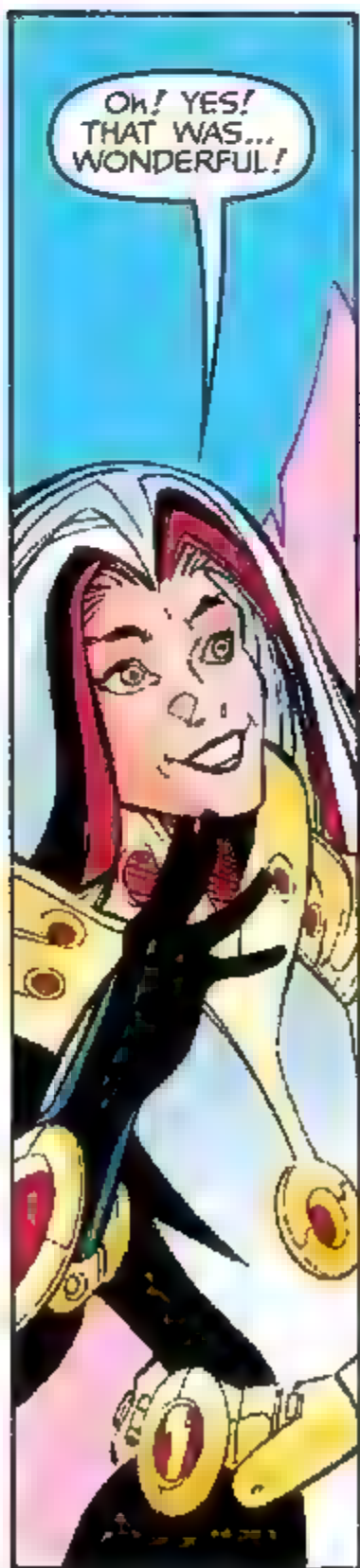
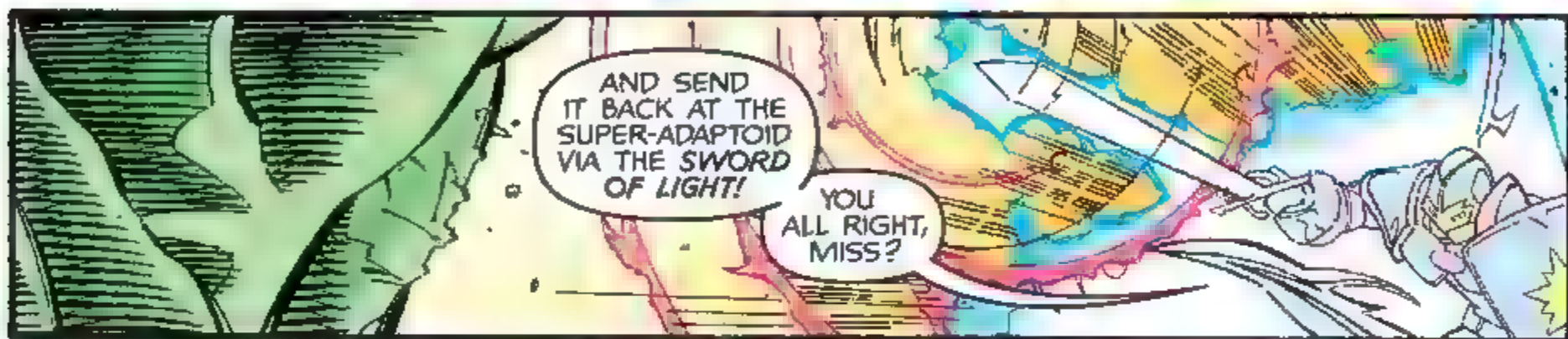
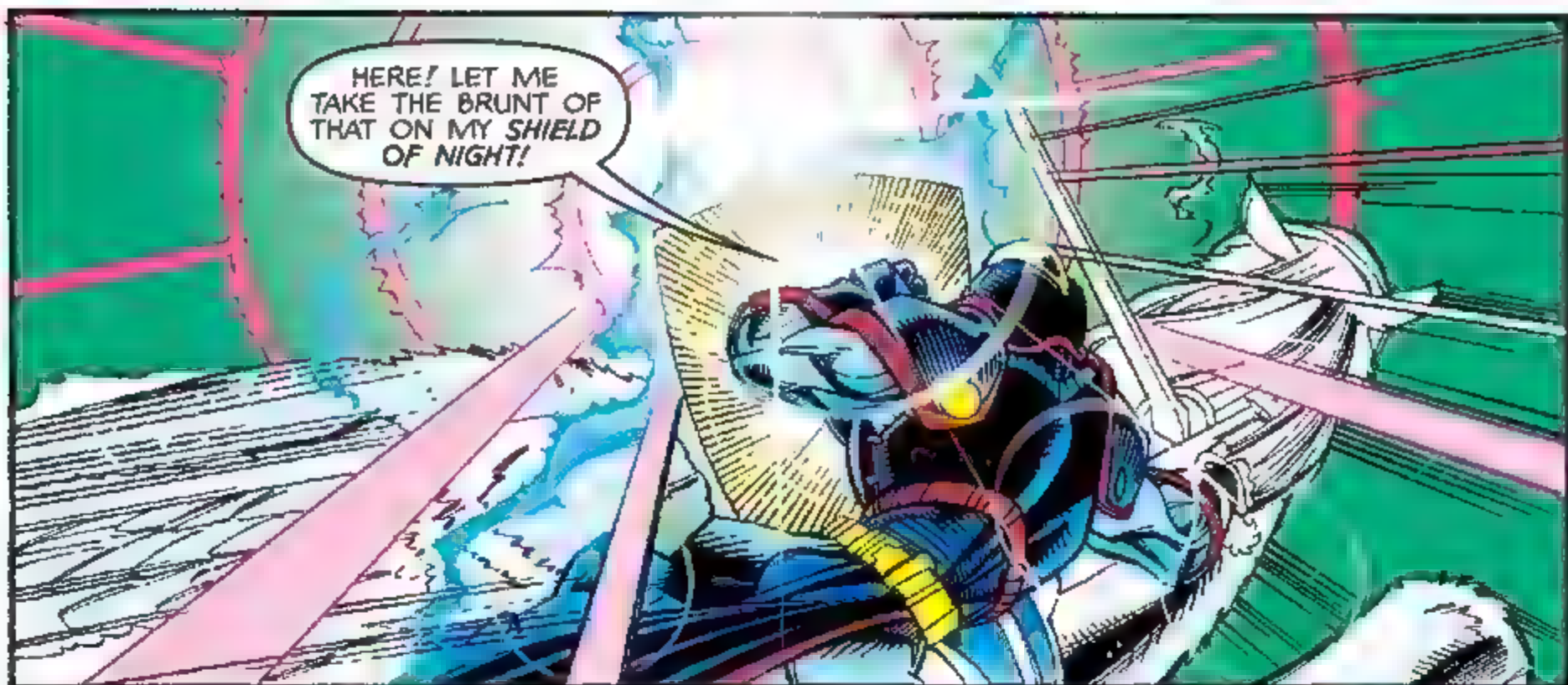



CITIZEN V.--
WHAT DO WE
DO?!













HEY, NICE SHOT.
JUST CALL ME **CAGE**, OKAY?
DON'T USE THAT POWER MAN
STUFF MUCH ANY MORE. YOU
BELIEVE I ONCE ACTUALLY HAD
TO FIGHT SOME DORK OVER
THAT NAME?

"DORK"?!




GENTLEMEN,
I RECOGNIZE THAT
EMOTIONS RUN
STRONG DURING BATTLE,
BUT MAY I MAKE A
SUGGESTION?

MR. LANG-- IS
YOUR DAUGHTER
PROFICIENT
IN THE USE OF
COMPUTERS?



NAME ME
A KID TODAY
WHO *ISN'T*.
WHY?

YOUR DAUGHTER IS UNDERSTANDABLY
TRAUMATIZED BY ALL THIS, BUT HER
MIND IS IN THE SUPER-ADAPTOID. IF
YOU CAN REACH HER, SHE MIGHT BE
ABLE TO SHUT THE SYSTEM DOWN.
HER MIND SHOULD THEN RETURN
TO ITS OWN BODY.



BUT YOU WILL HAVE TO
APPROACH THE SUPER-ADAPTOID
AS YOURSELF, NOT AS ANT-MAN.
IT MAY PUT YOU AT A CONSIDER-
ABLE PHYSICAL RISK....



IT DOESN'T
MATTER. SAVING
CASSIE-- THAT'S ALL
THAT MATTERS.

YOU
SHOULD
NOT HAVE
INTER-
FERED.

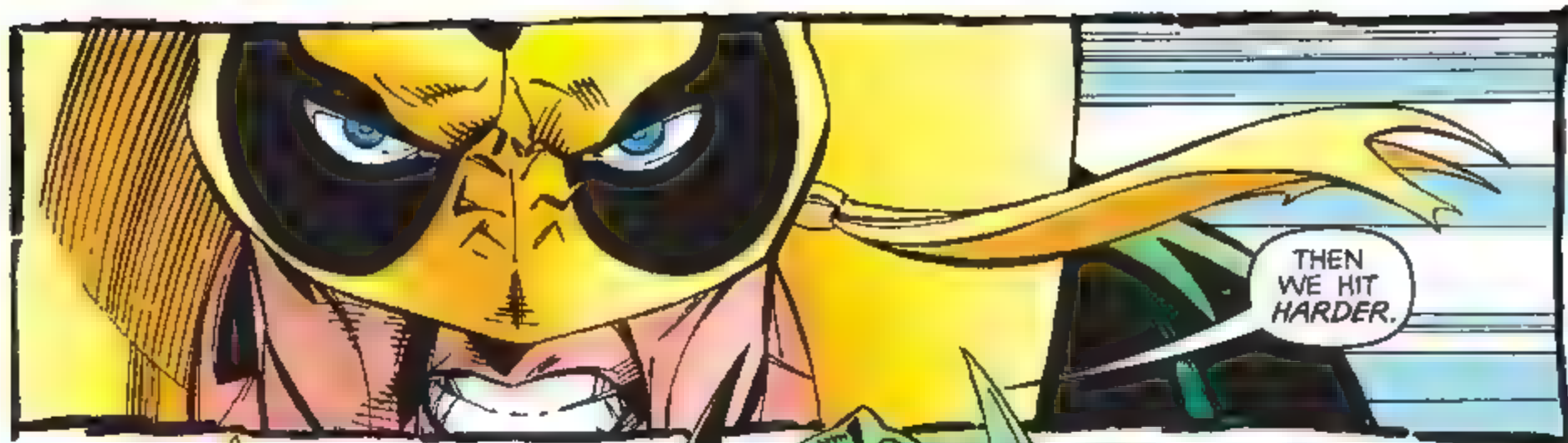
MOST LIKELY, THE FOOL
WILL GET HIMSELF KILLED.
WHO THEN CAN KEEP THE
CHILD FROM DYING...
"ACCIDENTLY"? IT'S MORE
PLAYABLE... CITIZEN V.

"OR IS YOUR ONLY
REAL OBJECTION TO
THE PLAN THAT YOU
DIDN'T THINK OF IT?"

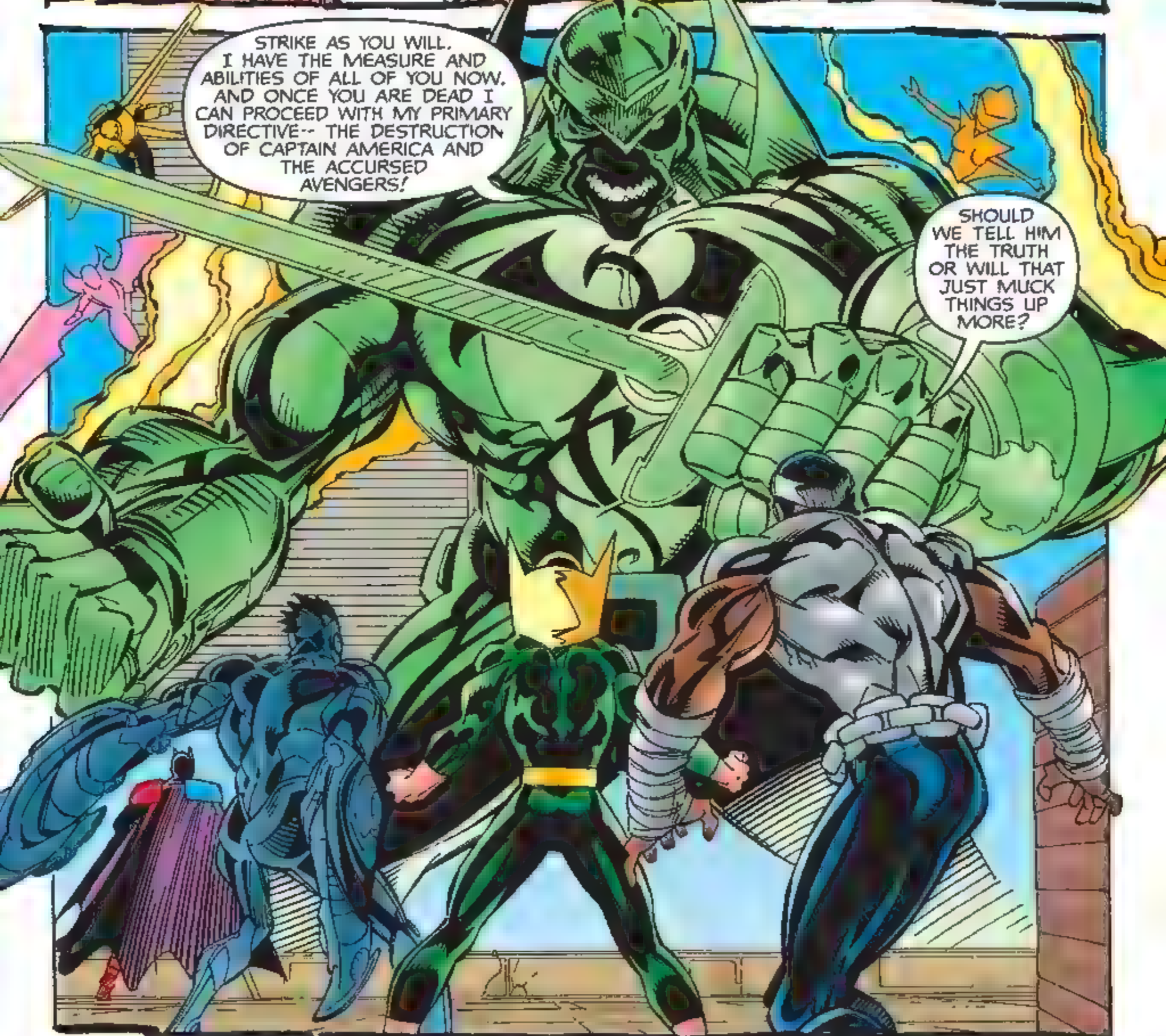
THIS
ISN'T DOING
ANY GOOD!
WE KNOCK IT
BACK, BUT IT
KEEPS GET-
TING UP!

SPANG

KRANG



THEN
WE HIT
HARDER.



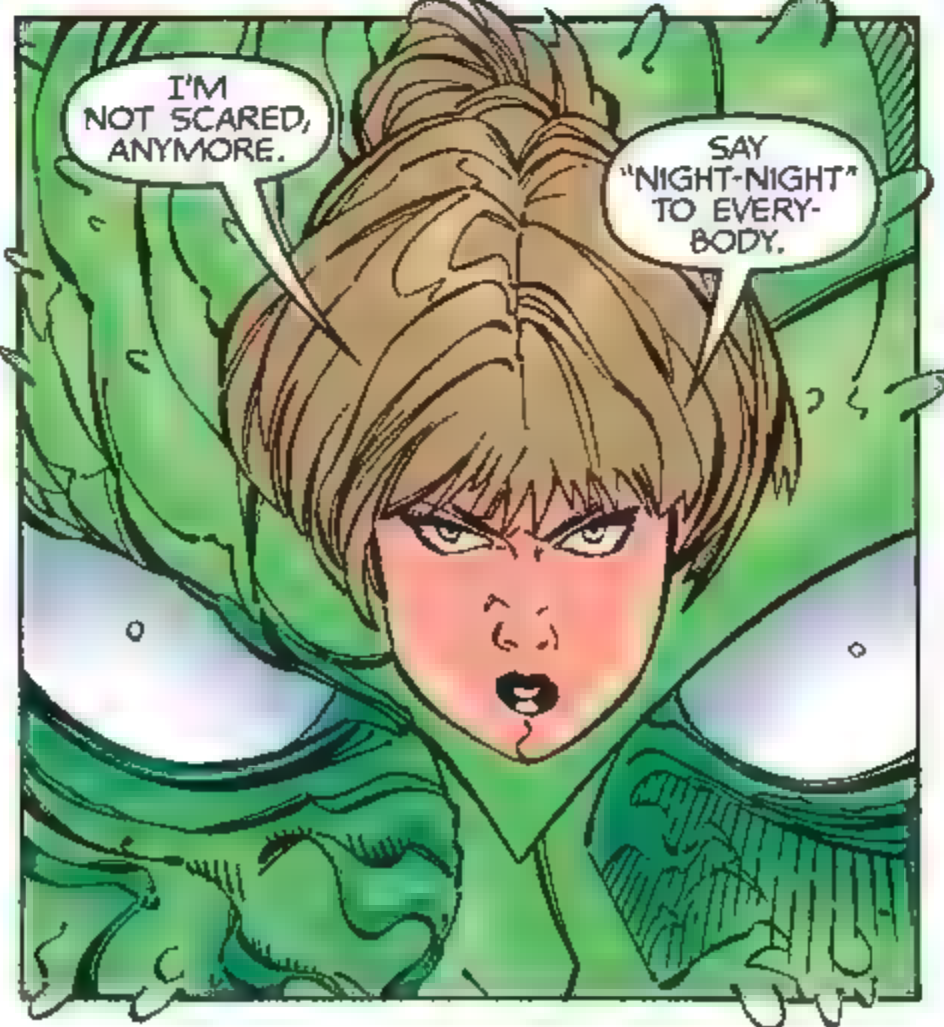
STRIKE AS YOU WILL.
I HAVE THE MEASURE AND
ABILITIES OF ALL OF YOU NOW.
AND ONCE YOU ARE DEAD I
CAN PROCEED WITH MY PRIMARY
DIRECTIVE-- THE DESTRUCTION
OF CAPTAIN AMERICA AND
THE ACCURSED
AVENGERS!

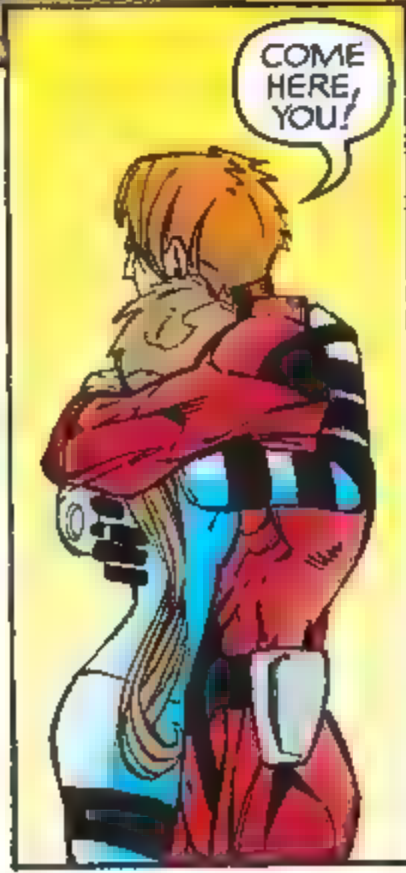
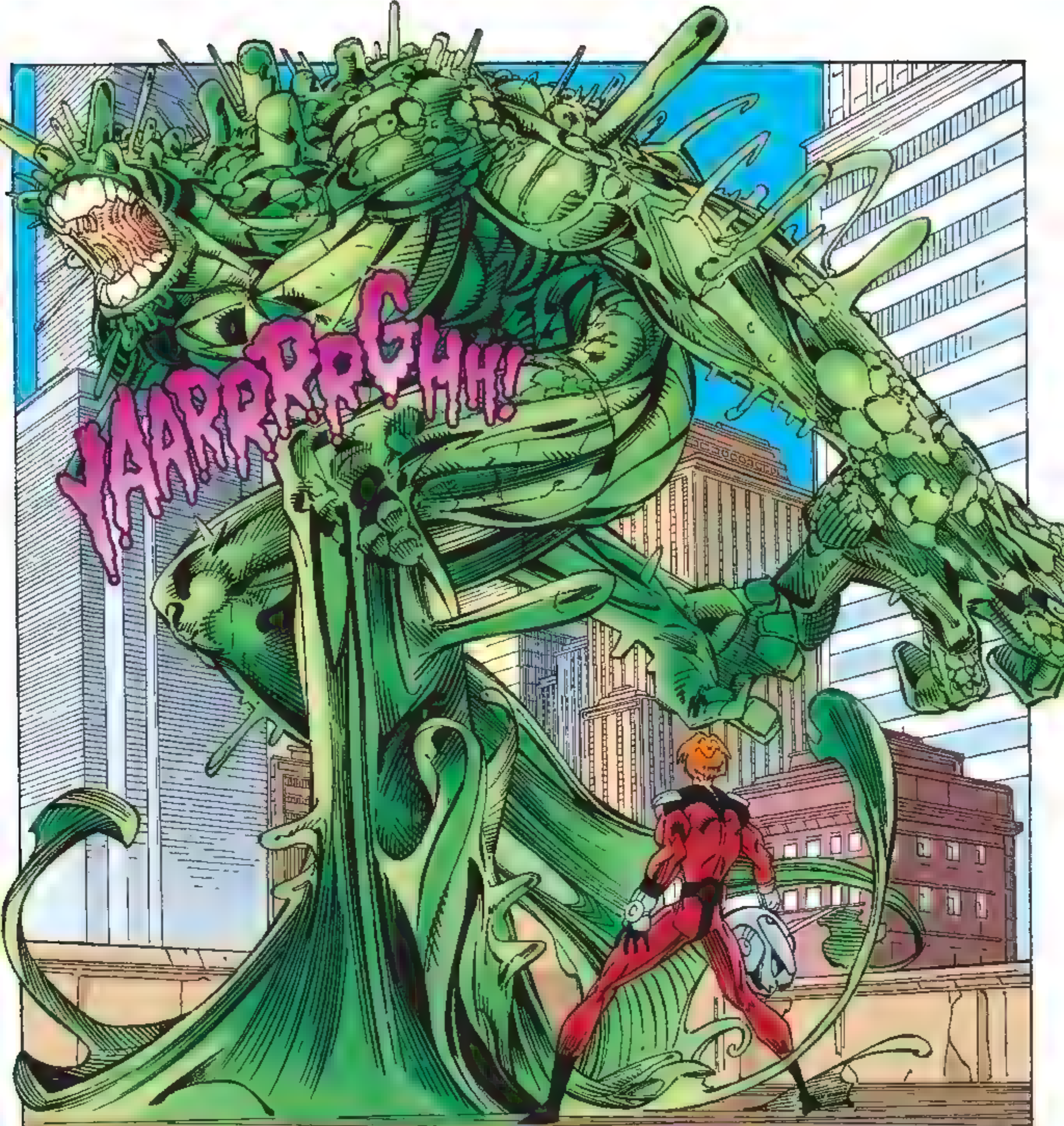
SHOULD
WE TELL HIM
THE TRUTH
OR WILL THAT
JUST MUCK
THINGS UP
MORE?

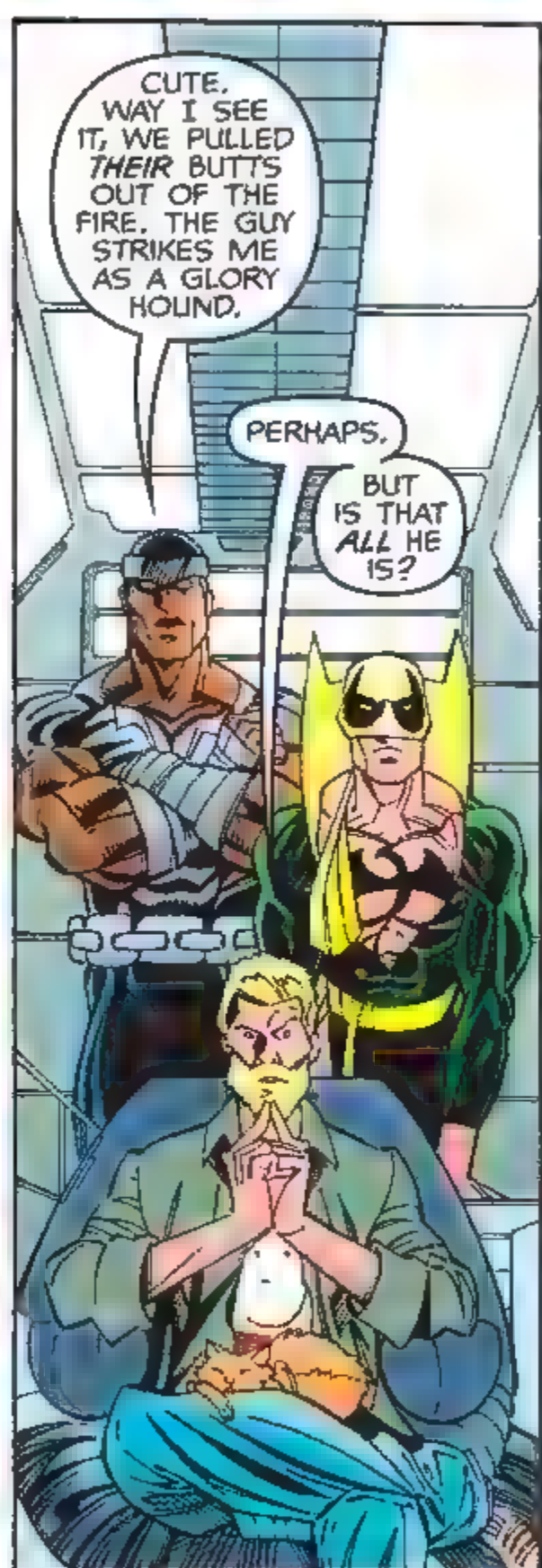
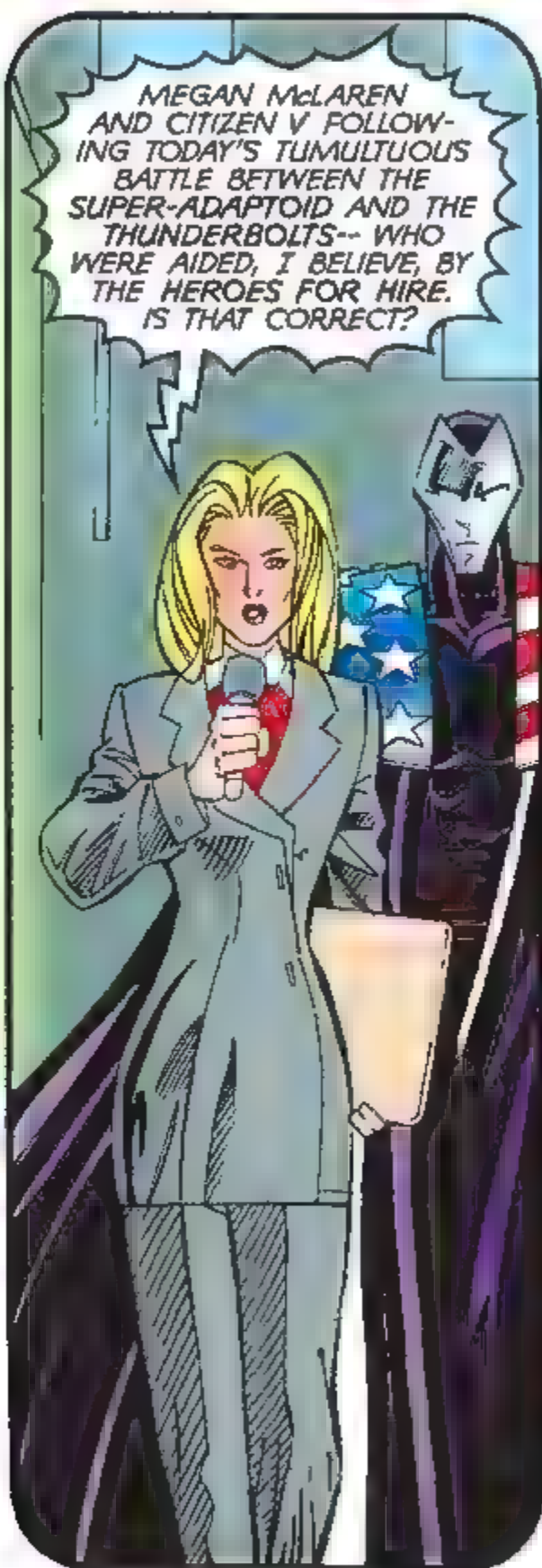
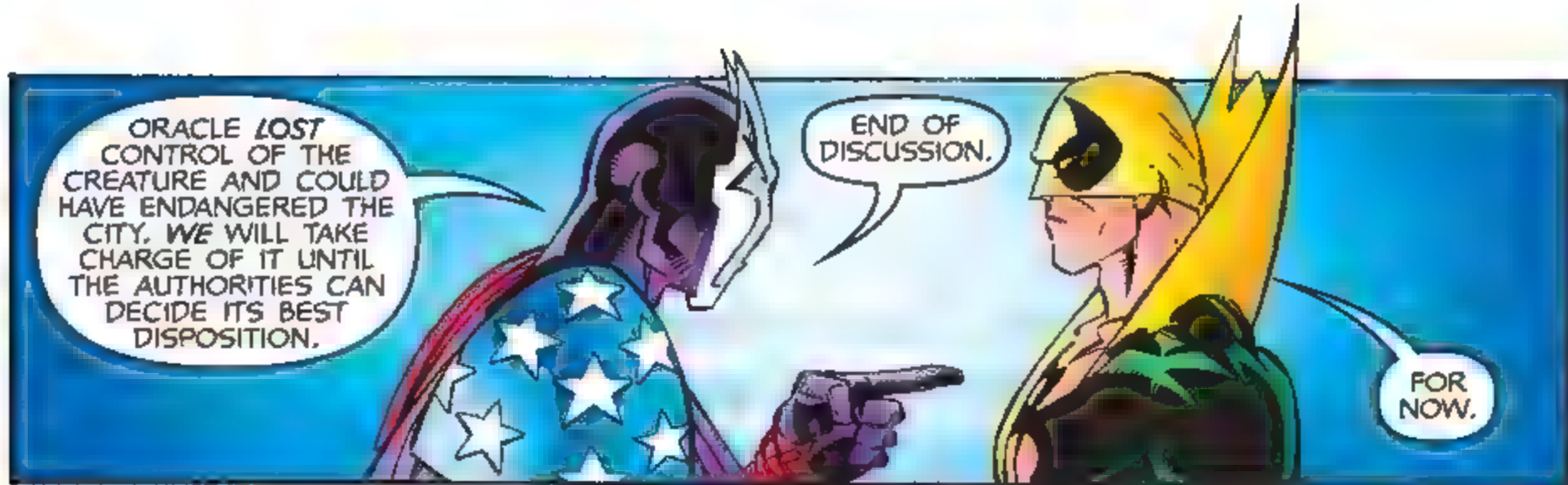


CASSIE.

WAIT.







**MARVEL
COMICS**

THE WORLD'S GREATEST COMICS!

JUSTICE, LIKE LIGHTNING

THUNDERBOLTS

**DEC
#9**

APPROVED
BY THE
COMICS
CODE
AUTHORITY

**TO AVENGE THE
AVENGERS...**

BUSIEK ■ STERN ■ BAGLEY ■ FRENZ



LIFE LESSONS

VERY SPECIAL
ISSUE OF THE
THUNDERBOLTS

Thunderbolts
Sequence by

KURT BUSIEK,
MARK BAGLEY &
VINCE RUSSELL

Flashback
Sequence by

ROGER STERN,
RON FRENZ,
"Wally" BLYBERG &
"Wally" MILGROM

COMICRAFT'S
DAVE LANPHEAR
letters

JOE
ROSAS
colors

TOM BREVOORT letter corrections

BOB HARRAS letter corrections

His name is OGUR -- and for years he has served faithfully, guarding the cave of Wazir, prophet of the Hindi wastes.

For years, all he has known is his arid corner of the nine worlds, and he has been more than content

But now, he is here, drawn here by a force he does not understand, one he could not resist. Now he is here --

-- in this wet land, full of metal noise and strange mountains, and harsh, unreadable smells.

Now he is here, and he is hurt and tired and angry, and he understands nothing.

The creatures here do not fall before his might, as such tiny creatures should. They scatter before him, and they touch him with fire from a distance --

-- and no matter how many of their structures he crushes, they will not surrender.

And some of them -- some of them --

OGUR WAS FIRST AND LAST - SEEN WAY WAY BACK IN THOR # 18 History-lovin' Tom.

RAHRRR

EDEN FOODS



-- STING HIM
FROM THE AIR!

RHAR

CRIPES,
LISTEN TO HIM!
WE'VE TRIED GAS,
ELECTRO-BOLTS AND
JUST PLAIN SLAMMING
HIM AROUND, AND
HE'S OBVIOUSLY
DEAD ON HIS
FEET --

-- BUT HE'S
NOT QUITTIN'!
HE'S LIKE -- LIKE
SOMETHING THOR
OUGHTTA FIGHT,
OR HERCULES!

LIKE
THOR OUGHT
TO FIGHT? HEY,
THAT GIVES ME
AN IDEA!

SONGBIRD, NO! DON'T
GET TOO -- SONGB-
BIRD!

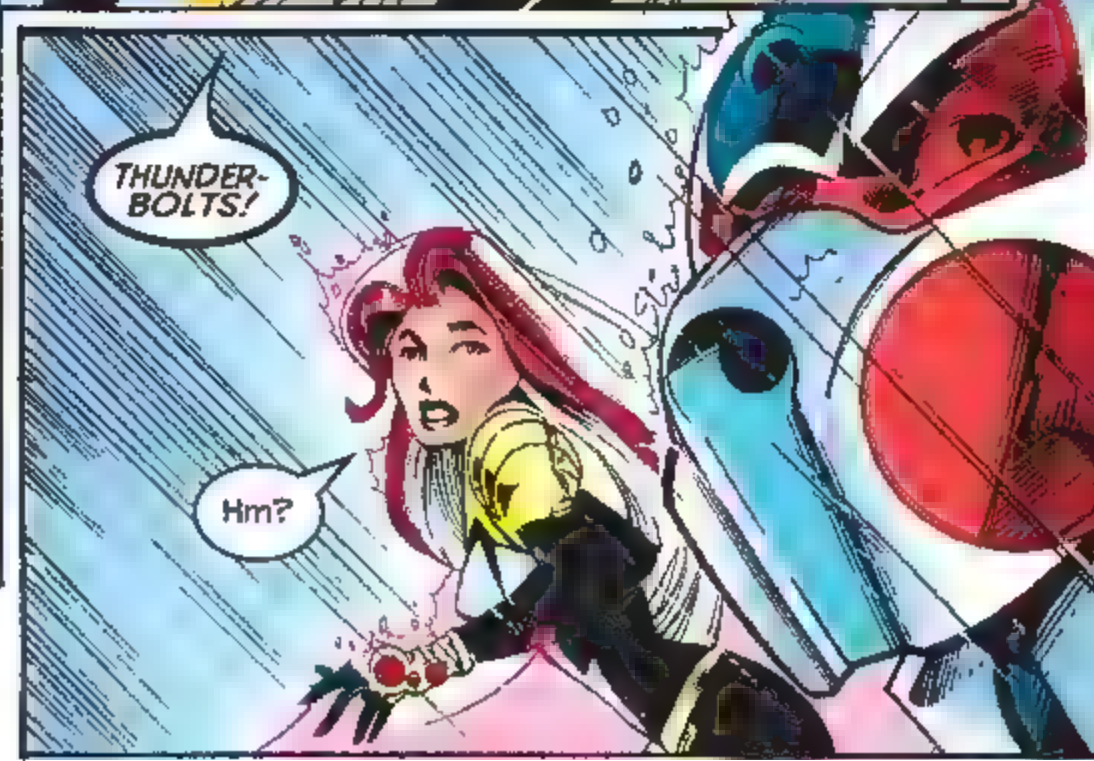
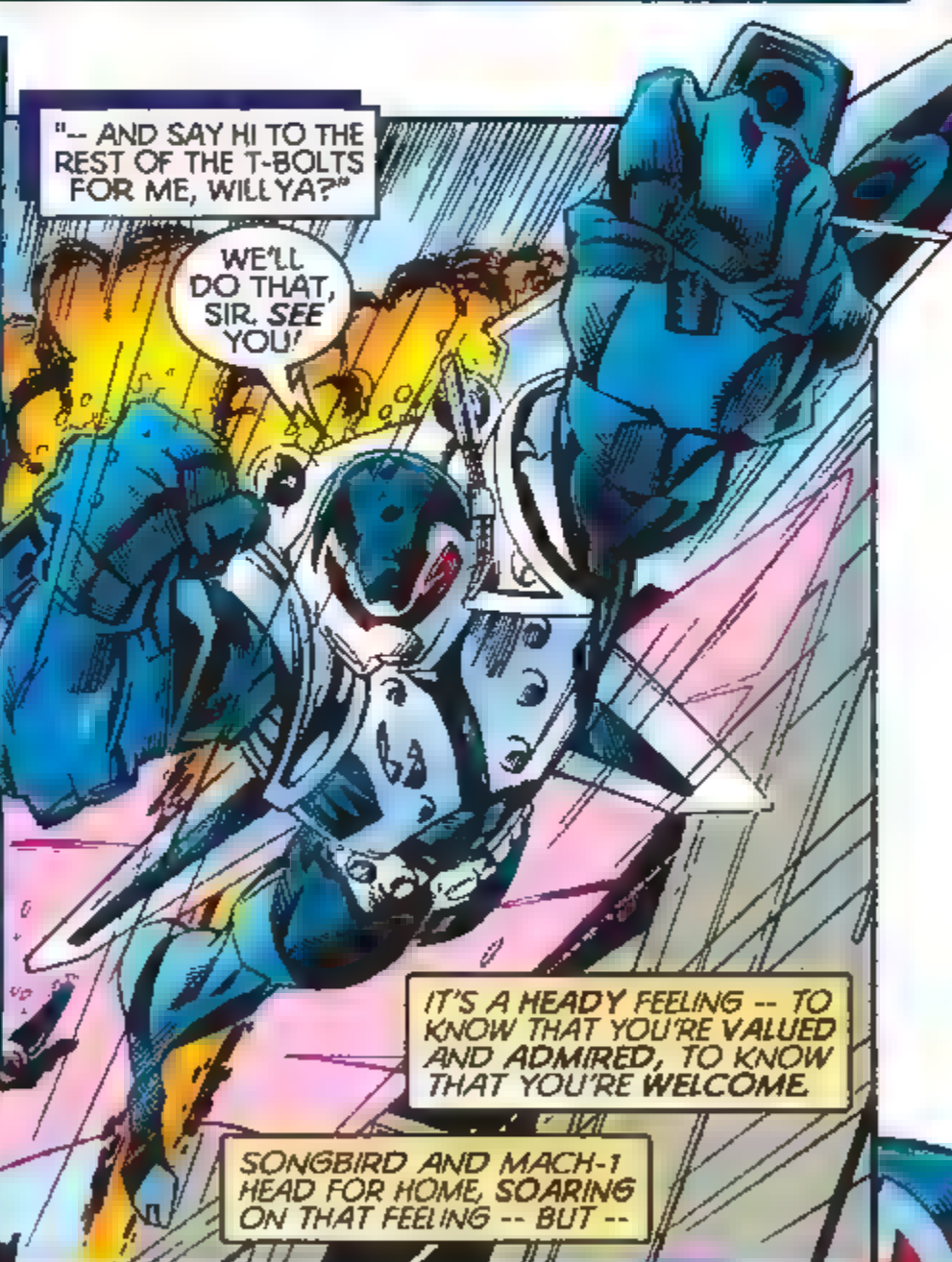
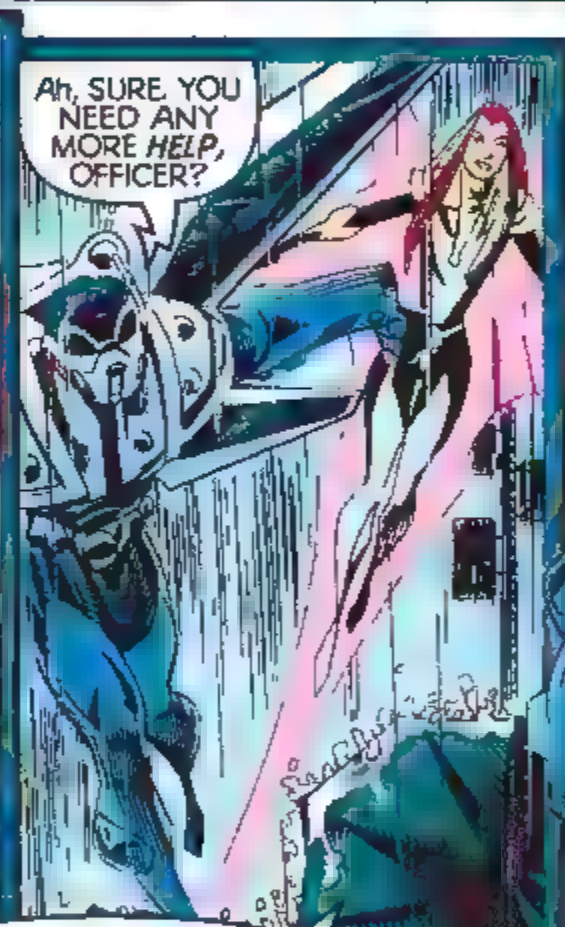
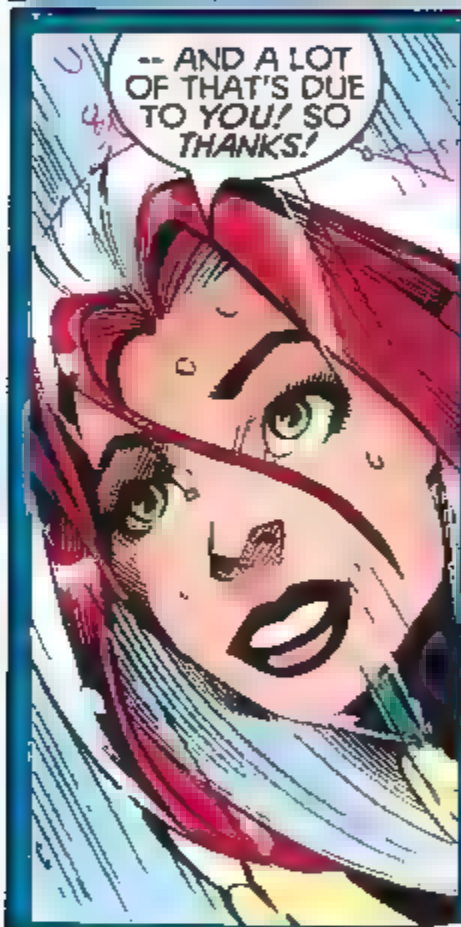
DON'T
WORRY, MACH-1 --
I KNOW WHAT I'M
DOING! I JUST
WANTED TO GET
CLOSE ENOUGH
TO DO --

THWIP!

THRAMM

SONGBIRD'S VOICE --
CONVERTED TO SOLID
SOUND BY THE CARAPACE
SHE WEARS -- SLAMS
OUTWARD WITH ALL THE
FORCE SHE CAN MUSTER --

-- AND OGUR FALLS
BEFORE THE SHEER
IMPACT OF IT, FALLS --



THE FEELING DIES
INSIDE THEM.

BECAUSE THE
THUNDERBOLTS
HAVE A SECRET --
A GUILTY SECRET.

-- SHE MIGHT
KNOW THE
TRUTH. ●

NO,
BUT I SAW YOU
TAKE DOWN THAT
CREATURE -- AND I
THOUGHT PERHAPS
I MIGHT HELP
YOU.

YOU SEE, I'VE
RECENTLY REACHED
THE CONCLUSION THAT
I MAY NOT BE ALL THAT
GOOD A **SUPERHERO** --
BUT I'M STILL A VERY,
VERY GOOD
SPY.

AFTER
MEETING YOU, I
WONDERED HOW SUCH
EXPERIENCED SUPER-
TYPES CAME OUT OF NO-
WHERE. SO I DID SOME
INVESTIGATING --

**BLACK
WIDOW!**
Er, HI!

IS THERE
SOMETHING
WE CAN --

SHE CERTAINLY
SEEMED
SUSPICIOUS,
BACK IN #3
TODAY

-- AND
CAME UP WITH
SOME VERY ODD...
POSSIBILITIES.

THEY'RE NOT TRULY THE
HEROES THEY CLAIM
TO BE. THEY'RE THE
MASTERS OF EVIL --
SUPER-VILLAINS POSING
AS HEROES, AS PART OF
THEIR LEADER'S PLANS --

-- AND THIS WOMAN --
NATALIA ROMANOVA,
THE SUPER-SPY
AND EX-AVenger
KNOWN AS THE
BLACK WIDOW --

REALLY,
WIDOW --
WE DON'T
KNOW WHAT
YOU'RE --

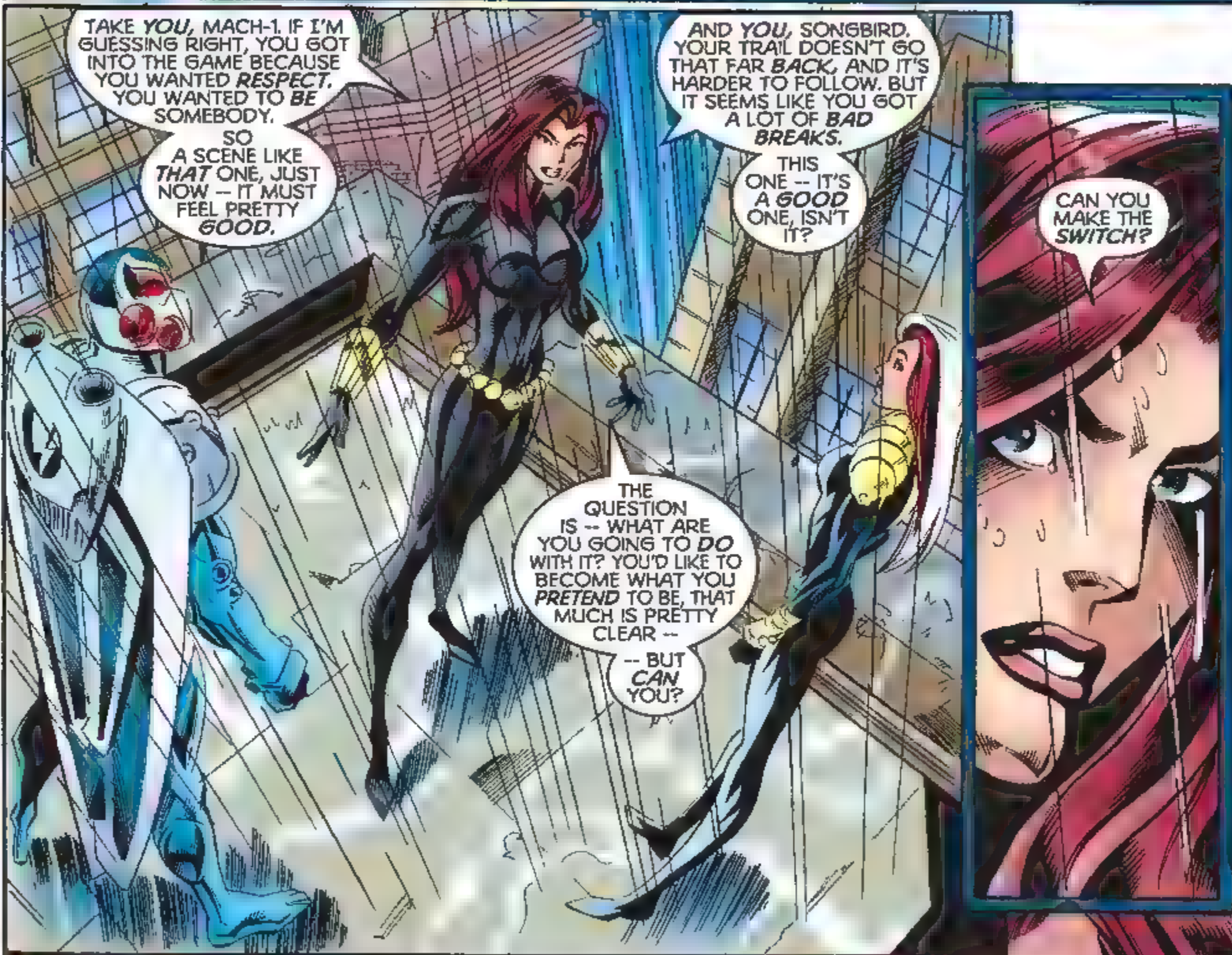


CALM
DOWN.

I DON'T
KNOW ANYTHING,
YOU UNDERSTAND?
NOT FOR SURE. IF I DID
KNOW SOMETHING, I'D
HAVE TO DO SOME-
THING ABOUT
IT --

-- BUT
WE'RE NOT
THERE. NOT
YET, ANY-
WAY.

AND
THIS IS
SUPPOSED
TO MAKE
US CALM
DOWN?



TAKE YOU, MACH-1. IF I'M
GUESSING RIGHT, YOU GOT
INTO THE GAME BECAUSE
YOU WANTED *RESPECT*.
YOU WANTED TO *BE*
SOMEBODY.

SO
A SCENE LIKE
THAT ONE, JUST
NOW -- IT MUST
FEEL PRETTY
GOOD.

AND YOU, SONGBIRD.
YOUR TRAIL DOESN'T GO
THAT FAR *BACK*, AND IT'S
HARDER TO FOLLOW. BUT
IT SEEMS LIKE YOU GOT
A LOT OF *BAD*
BREAKS.

THIS
ONE -- IT'S
A *GOOD*
ONE, ISN'T
IT?

CAN YOU
MAKE THE
SWITCH?

THE
QUESTION
IS -- WHAT ARE
YOU GOING TO *DO*
WITH IT? YOU'D LIKE TO
BECOME WHAT YOU
PRETEND TO BE, THAT
MUCH IS PRETTY
CLEAR --

-- BUT
CAN
YOU?



LOOK,
WIDOW,
WE --

DO YOURSELF A *FAVOR*,
MACH-1 -- SHUT UP AND
LISTEN. THE SUBJECT AT
HAND IS, CAN YOU
CHANGE?

WELL, I HAVE.
AND SO HAVE
OTHERS.

LET ME
TELL YOU A
STORY...

IT BEGINS
A FEW YEARS
AGO, WHEN *THE
AVENGERS*
ANNOUNCED THE
FIRST MAJOR
CHANGE IN THEIR
ROSTER.

IN THEIR
FIRST SHORT
MONTHS AS A
TEAM, THE AVENGERS
WERE ALREADY WELL
ON THEIR WAY TO
BEING RECOGNIZED
WORLDWIDE AS
THE *EARTH'S
MIGHTIEST
HEROES*.

BUT THEN
THOR LEFT ON
SOME MYSTERIOUS
MISSION. AND THE
REMAINING FOUNDERS --
IRON MAN, GIANT-MAN,
AND THE WASP --
DECIDED TO TAKE A
LEAVE OF ABSENCE,
LEAVING *CAPTAIN
AMERICA* IN
COMMAND OF
THREE NEW-
COMERS!

THE PUBLIC
WAS SHOCKED!
FIFTH AVENUE IN
FRONT OF AVENGERS
MANSION WAS FILLED
WITH THE CURIOUS,
AS THE NEW AVENGERS
MADE THEIR FIRST
JOINT PUBLIC
APPEARANCE
ALONGSIDE
CAP...



"THERE WAS WANDA, THE *SCARLET
WITCH*, WHOSE MUTANT POWER TO
ALTER PROBABILITIES WAS THEN
MANIFEST AS AN UNPREDICTABLE
"HEX BOLT"..."

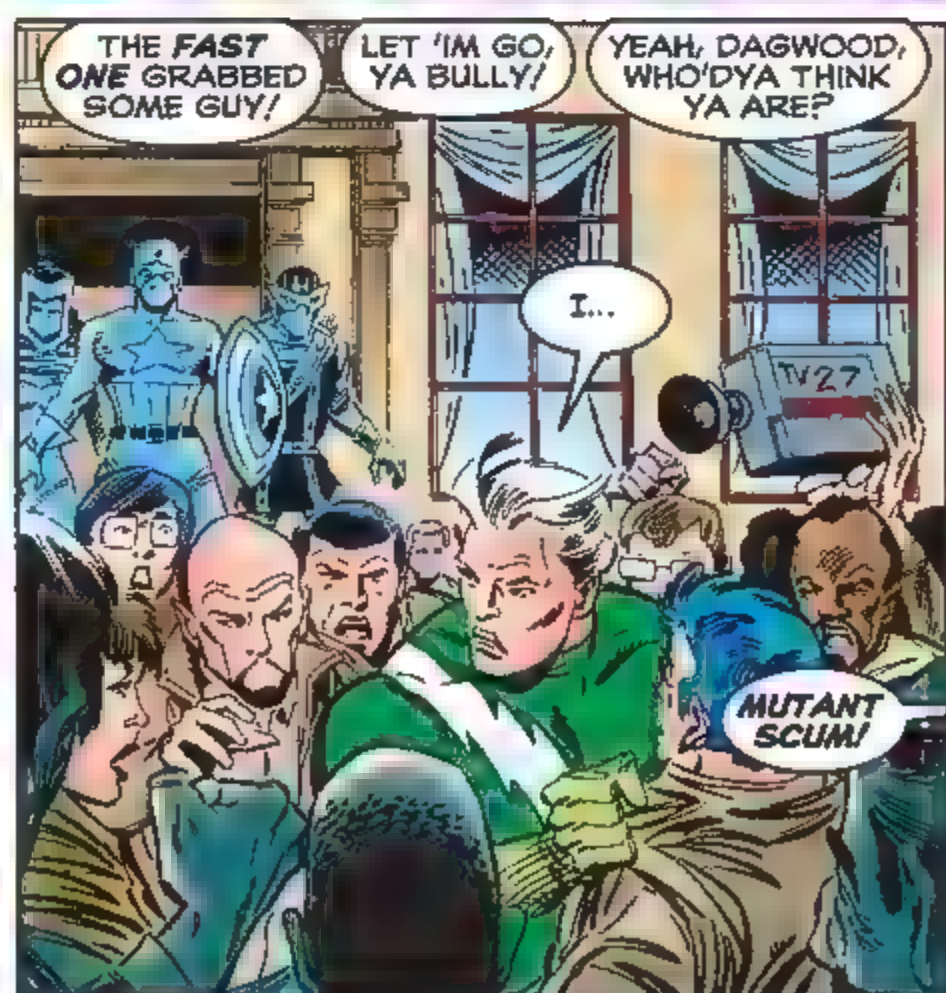


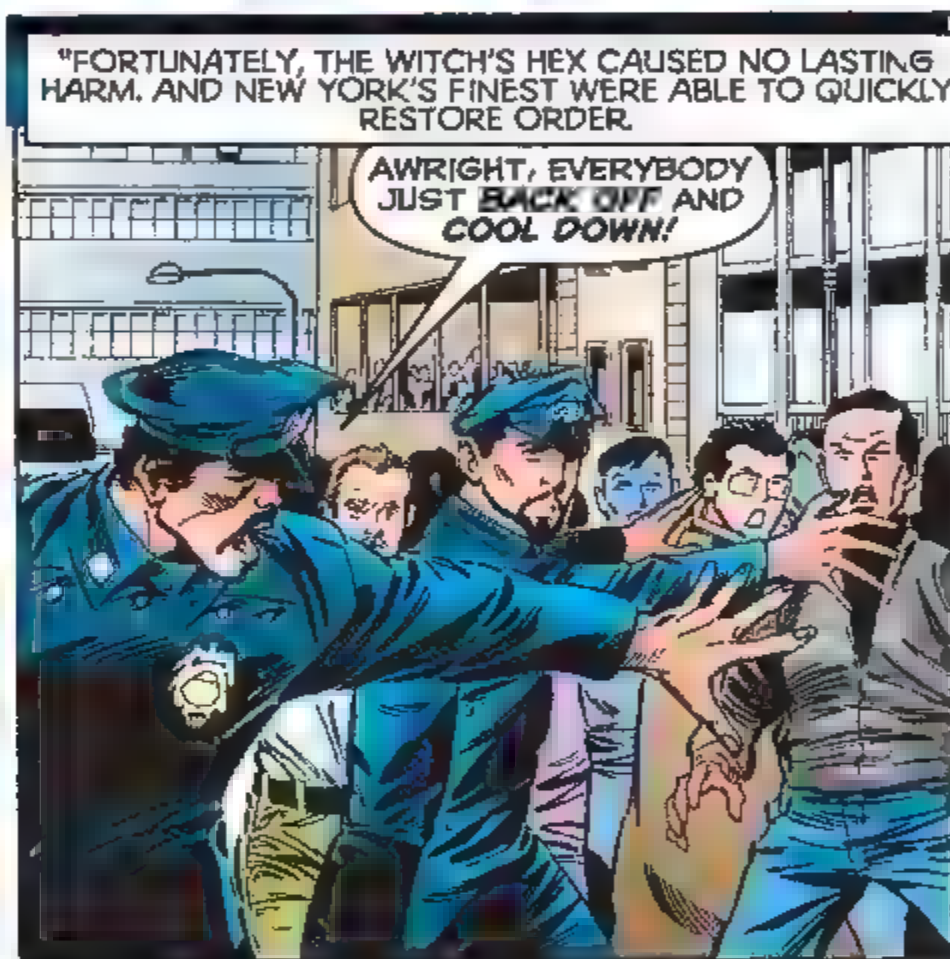
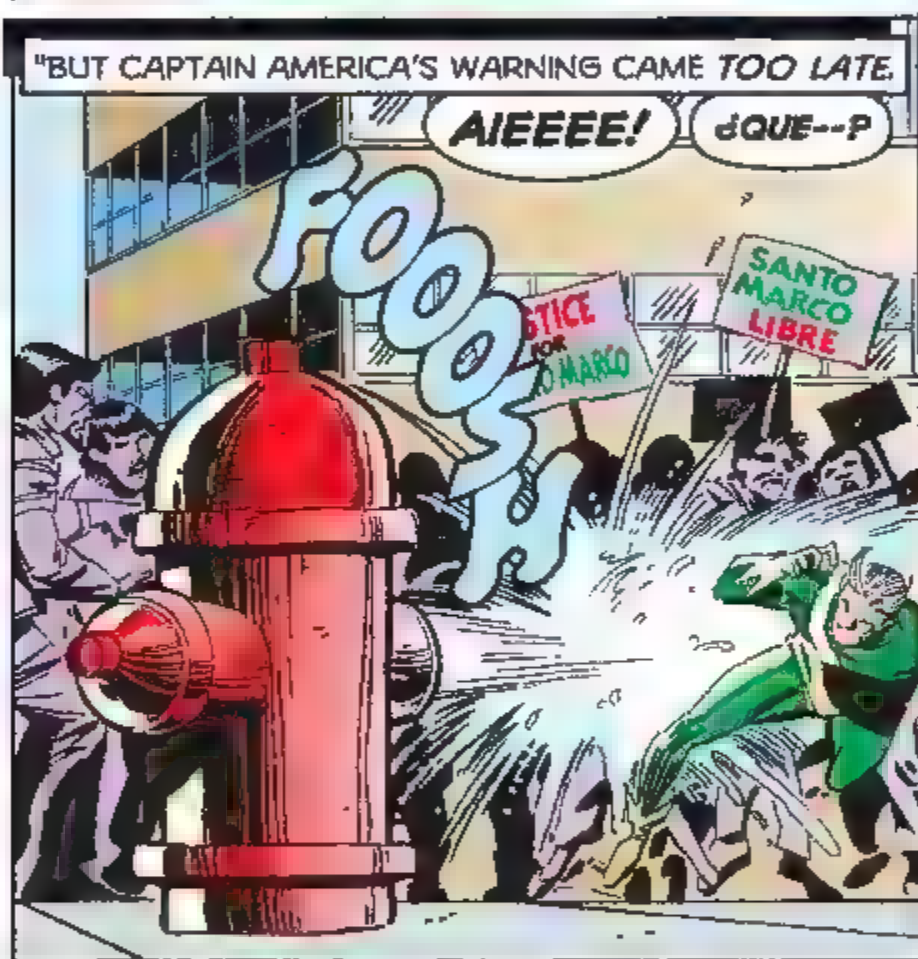
"...AND HER BROTHER PIETRO, THE
FLEET-FOOTED *QUICKSILVER*,
WHOSE MUTANT SPEED MADE HIM
THE FASTEST MAN THEN ALIVE.

"AND FINALLY, THERE WAS
HAWKEYE! BRASH, DARING
HAWKEYE... HE OF THE
AMAZING ARROWS AND THE
BOUNDLESS EGO.



HAWKEYE!









YOU DON'T KNOW WHAT HE'S LIKE AT ALL!

AT EASE! I'LL REMIND YOU, HAWKEYE, THAT IRON MAN WANTED US TO ENLIST THE HULK.*

HE MIGHT YET BE A VALUABLE ALLY, IF WE CAN FIND HIM! RICK--?

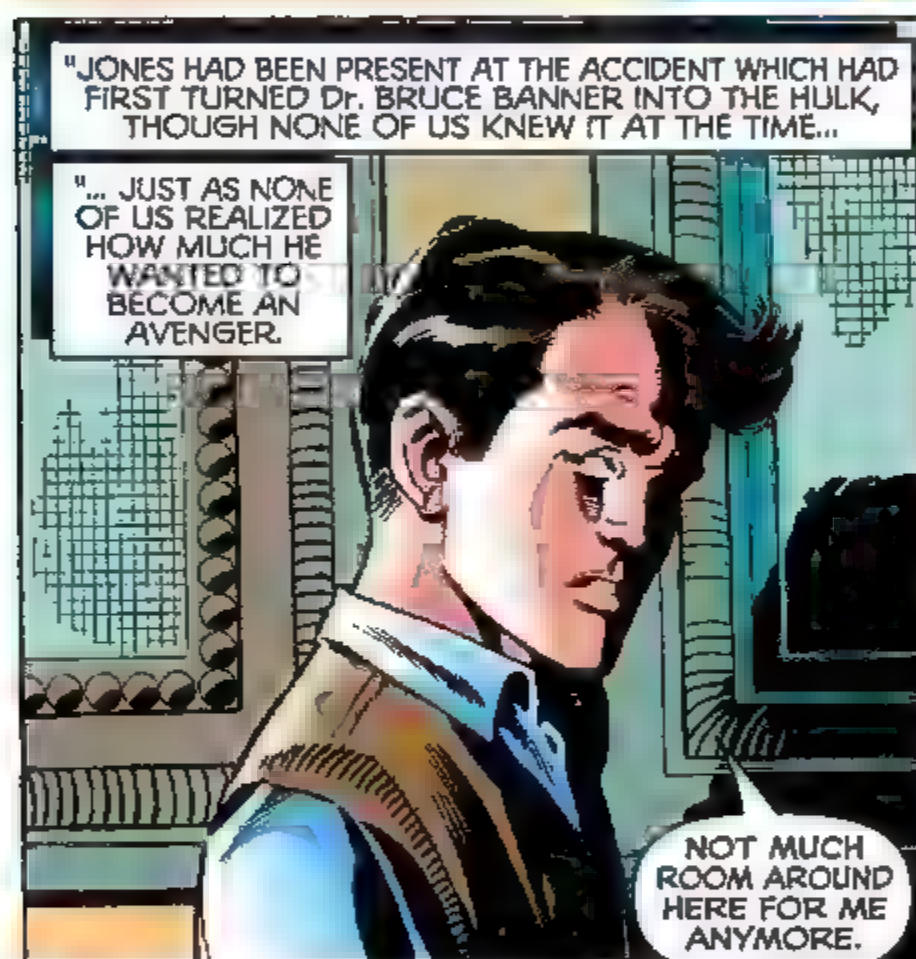
*IN AVENGERS (VOL.1)#16



I DON'T KNOW, CAP. THE HULK NEVER SITS STILL FOR LONG.

GUESS I COULD GO CHECK WITH MY *TEEN BRIGADE*, TO SEE IF THERE'S BEEN ANY SIGN OF THE BIG GUY...

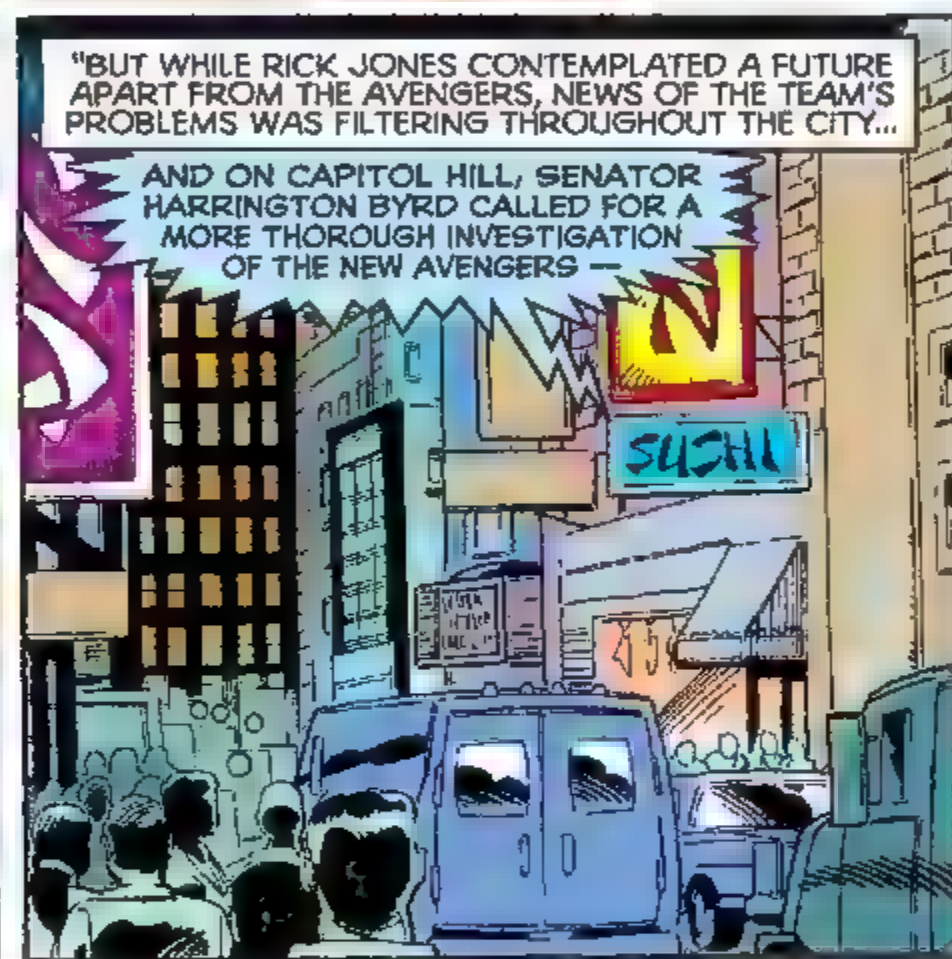
"TEEN BRIGADE?" WHAT DECADE IS THIS?!



"JONES HAD BEEN PRESENT AT THE ACCIDENT WHICH HAD FIRST TURNED DR. BRUCE BANNER INTO THE HULK, THOUGH NONE OF US KNEW IT AT THE TIME..."

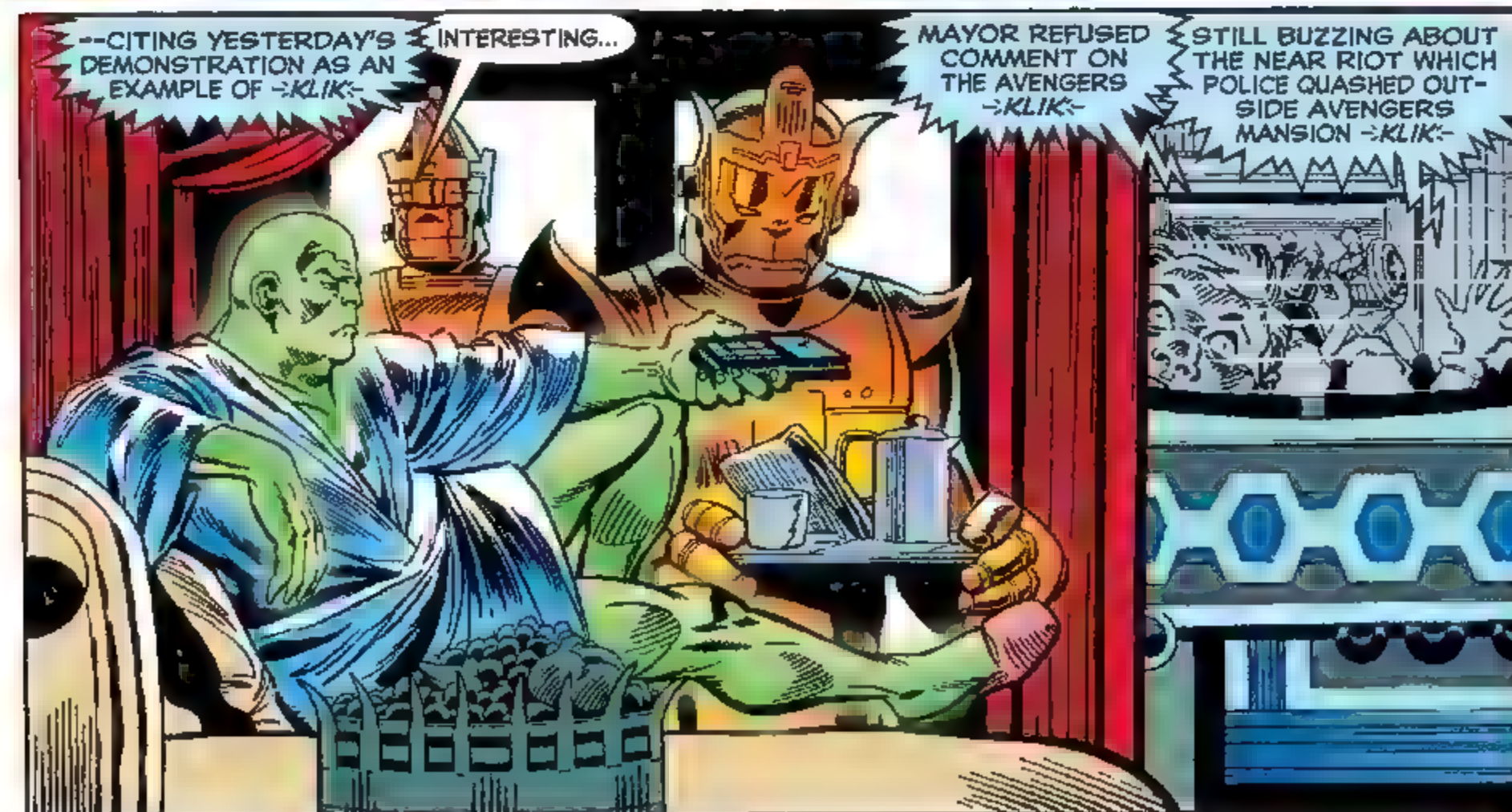
"... JUST AS NONE OF US REALIZED HOW MUCH HE WANTED TO BECOME AN AVENGER.

NOT MUCH ROOM AROUND HERE FOR ME ANYMORE.



"BUT WHILE RICK JONES CONTEMPLATED A FUTURE APART FROM THE AVENGERS, NEWS OF THE TEAM'S PROBLEMS WAS FILTERING THROUGHOUT THE CITY..."

AND ON CAPITOL HILL, SENATOR HARRINGTON BYRD CALLED FOR A MORE THOROUGH INVESTIGATION OF THE NEW AVENGERS



--CITING YESTERDAY'S DEMONSTRATION AS AN EXAMPLE OF --KLIK--

INTERESTING...

MAYOR REFUSED COMMENT ON THE AVENGERS --KLIK--

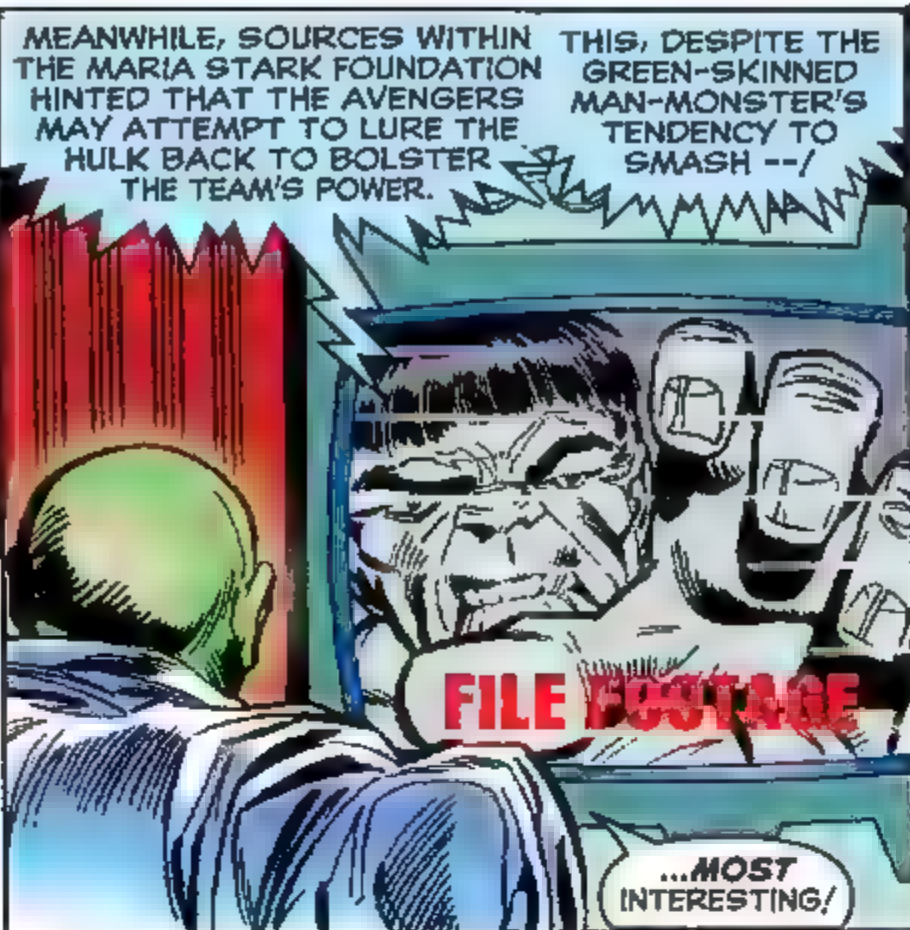
STILL BUZZING ABOUT THE NEAR RIOT WHICH POLICE QUASHED OUTSIDE AVENGERS MANSION --KLIK--

MEANWHILE, SOURCES WITHIN THE MARIA STARK FOUNDATION HINTED THAT THE AVENGERS MAY ATTEMPT TO LURE THE HULK BACK TO BOLSTER THE TEAM'S POWER.

THIS, DESPITE THE GREEN-SKINNED MAN-MONSTER'S TENDENCY TO SMASH --/

FILE FOOTAGE

...MOST INTERESTING!



WITHOUT THE MIGHT OF GIANT-MAN, IRON MAN, AND THOR, THE AVENGERS ARE IN DESPERATE STRAITS, INDEED.

REMOVE CAPTAIN AMERICA FROM THE EQUATION --



DAILY BUGLE
YOU CALL THEM HEROES?

-- AND YOU HAVEN'T A TEAM AT ALL!



DAILY BUGLE
YOU CALL THEM HEROES?

THUK

LOUSY, STINKIN' RAG --

COMMENTARY BY J. JONAH JAMESON



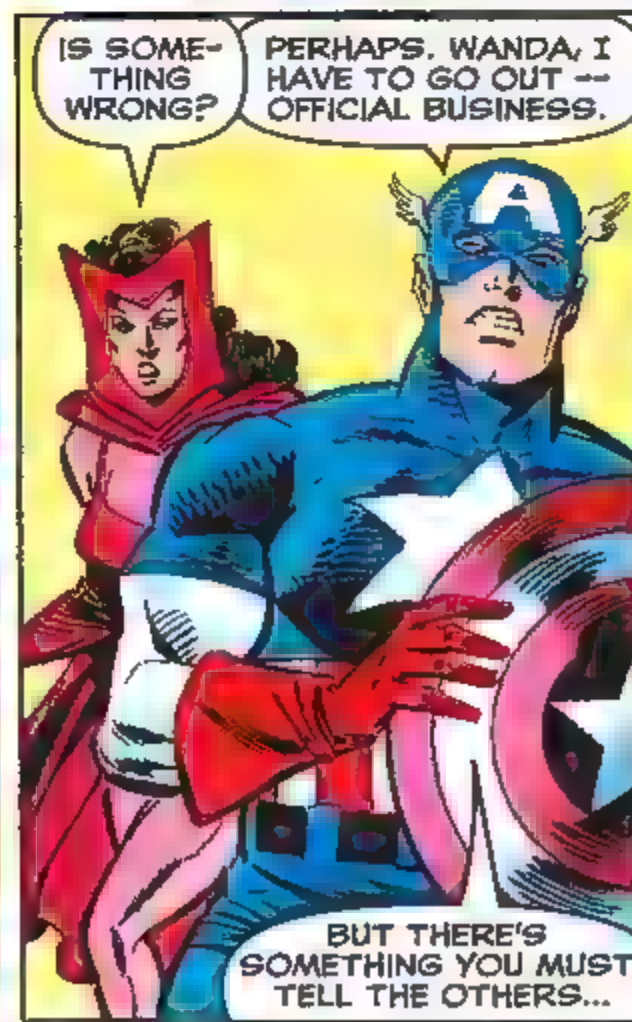
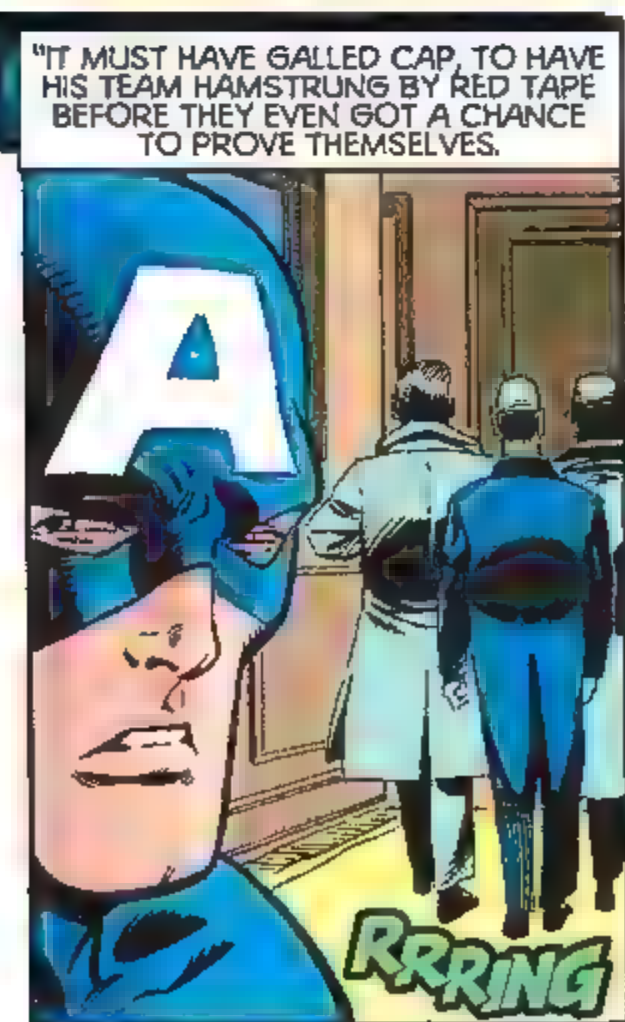
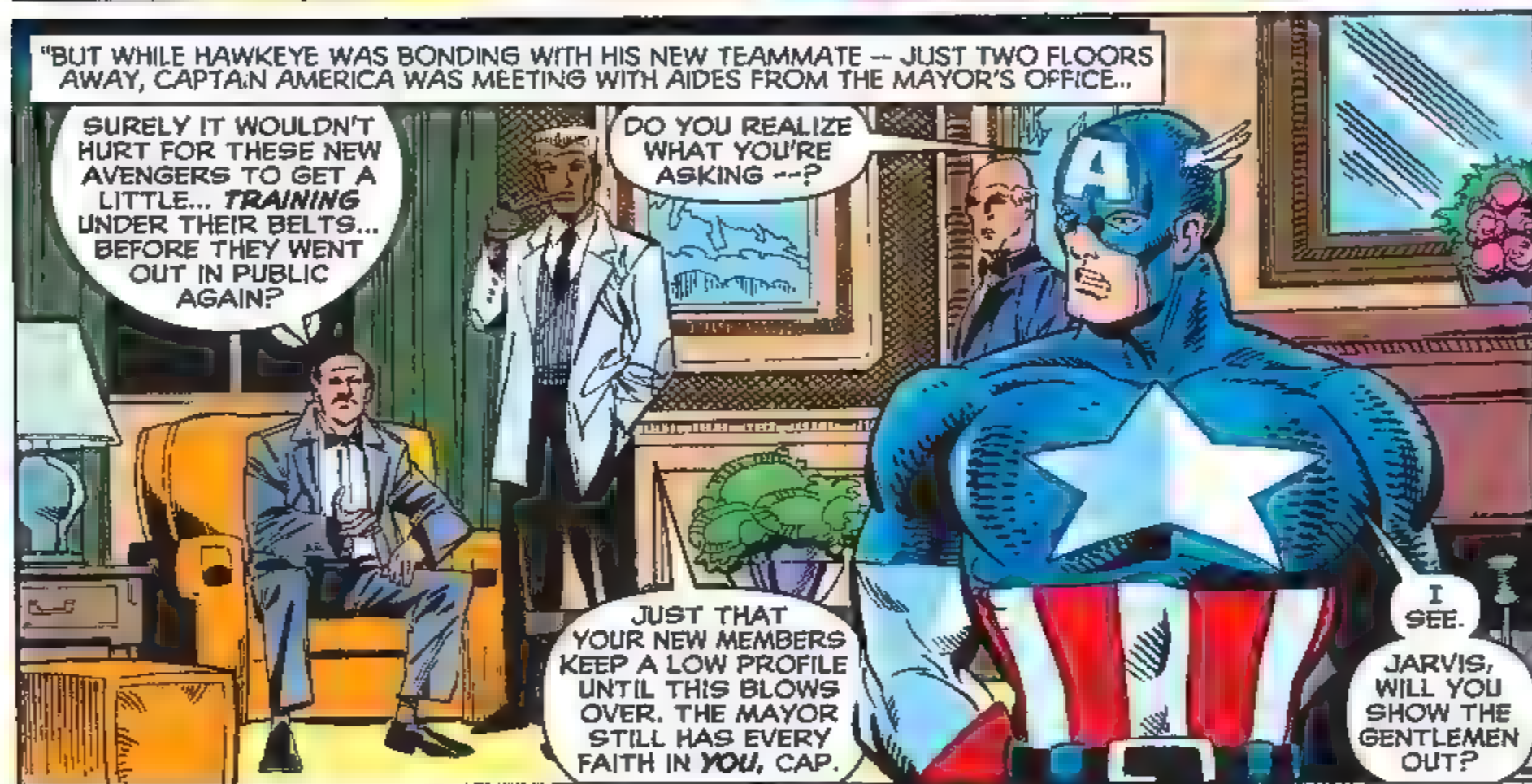
-- CROPPIN' CAP OUTTA THE PICTURE TO TARGET US/ SHOULD'VE KNOWN WE'D GET LOUSY PRESS FROM THE BUGLE!

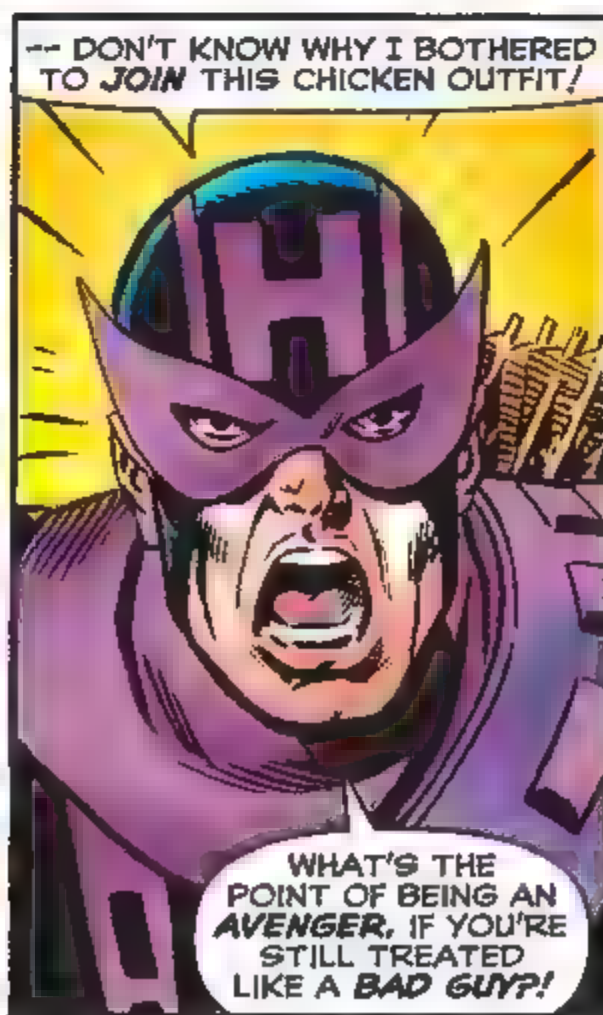
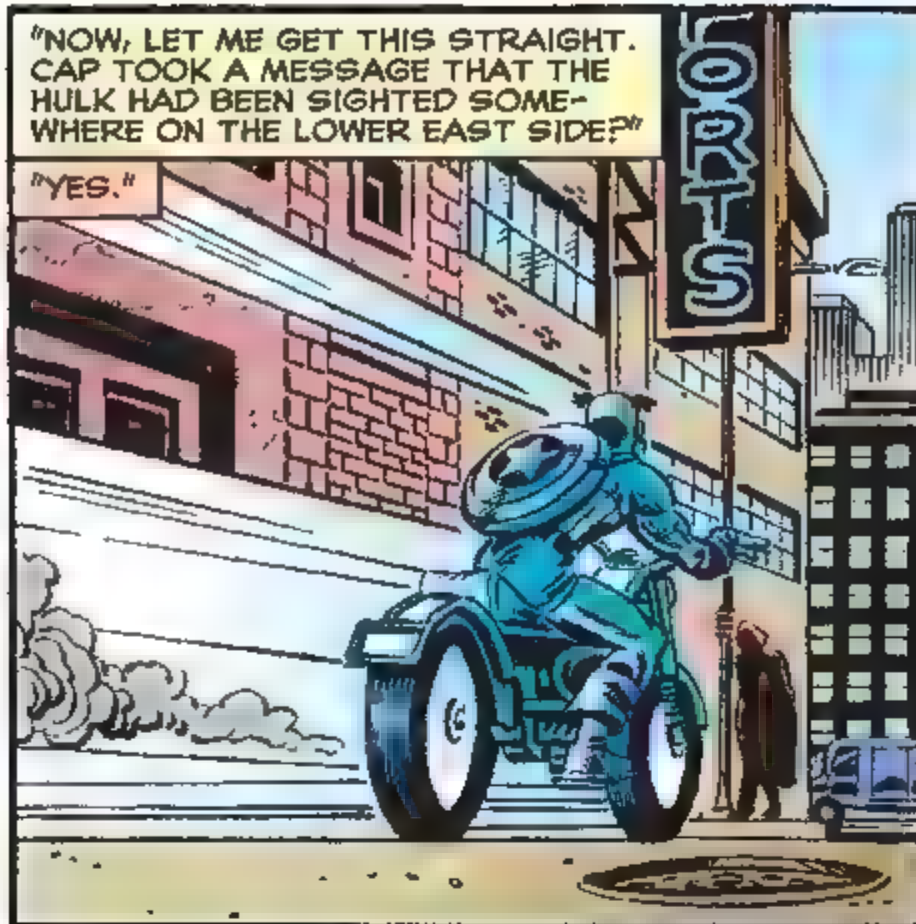
VERY IMPRESSIVE! RIGHT ON THE NOSE!

YOU MAY ACTUALLY BE AS GOOD AS YOUR REPUTATION!

YOU WANT GOOD, TWINKLE-TOES?











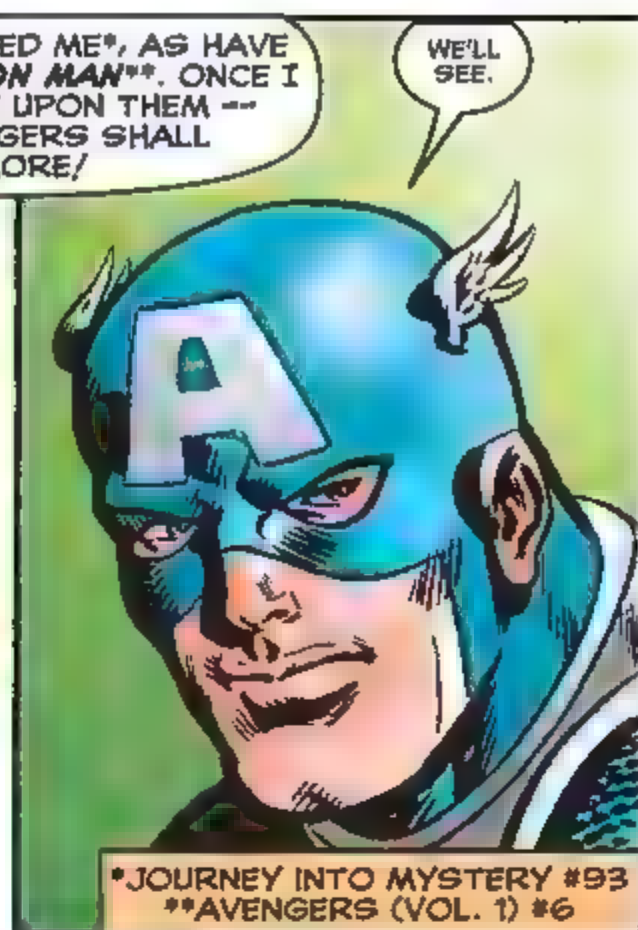
...MUST THANK YOU AGAIN FOR WALKING INTO MY TRAP, CAPTAIN! WITH YOU AS BAIT, I SHALL EASILY ENSNARE THE ACCURSED AVENGERS!

WE'VE BEATEN YOU BEFORE, CHEN --!



YOU ARE IN ERROR, CAPTAIN.

THOR HAS THWARTED ME*, AS HAVE GIANT-MAN AND IRON MAN**. ONCE I HAVE MY REVENGE UPON THEM -- THEN THE AVENGERS SHALL BE NO MORE!



WE'LL SEE.

*JOURNEY INTO MYSTERY #93
**AVENGERS (VOL. 1) #6



"ALL CALLS RECEIVED AT AVENGERS MANSION WERE RECORDED. IT TOOK THE NEO-AVENGERS BUT MINUTES TO LEARN WHERE THEIR LEADER HAD GONE...

YOU'RE SURE THIS IS THE RIGHT PLACE?!

YOU HEARD THE TAPE AS WELL AS I.

WE ARE ON THE EDGE OF CHINA-TOWN.

I DON'T SUPPOSE IT OCCURRED TO ANYONE TO BRING A FLASHLIGHT.



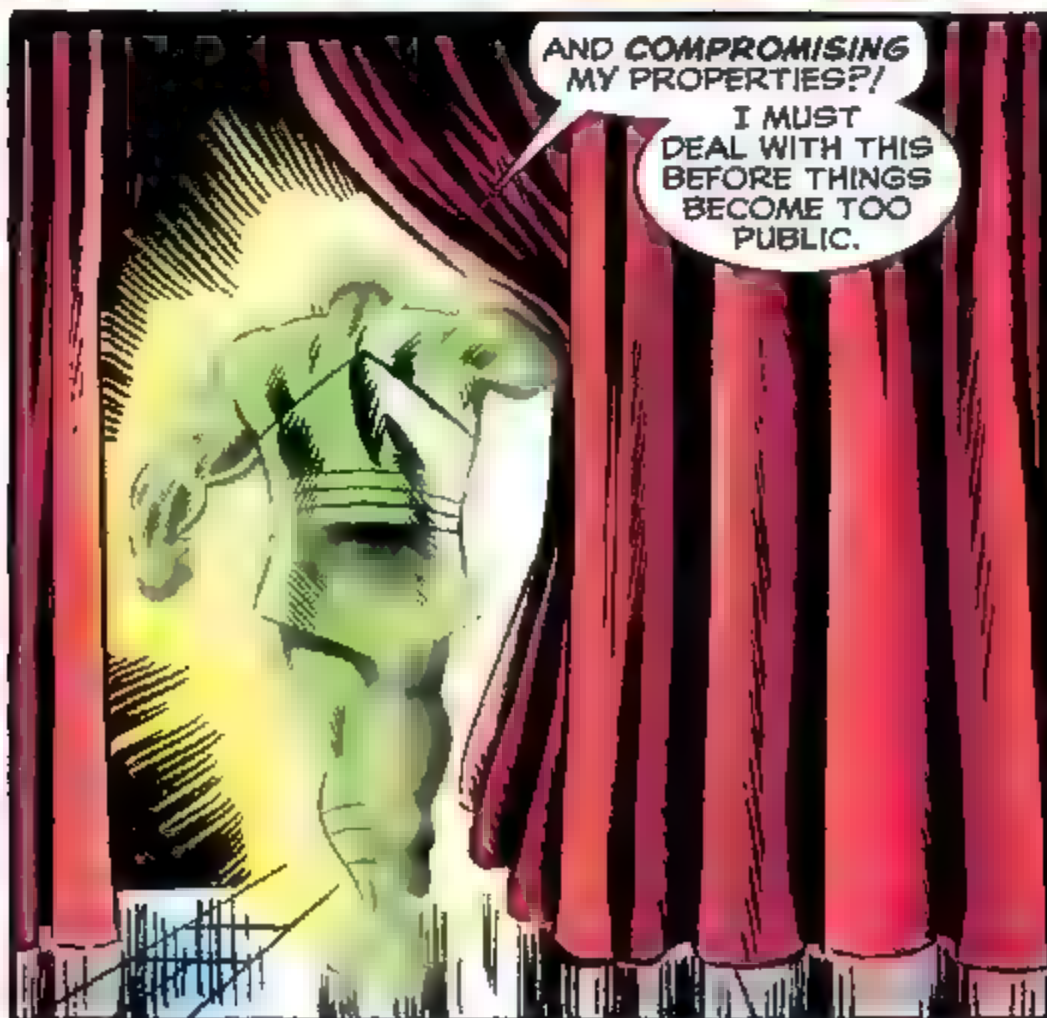
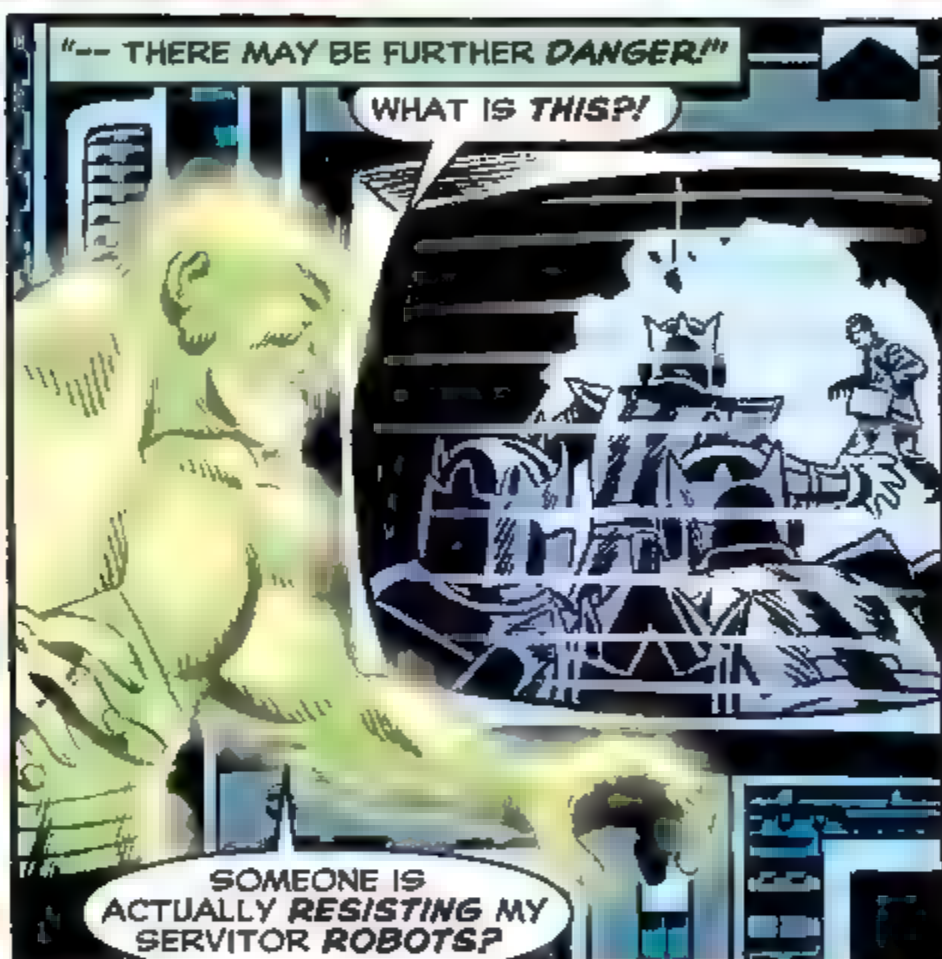
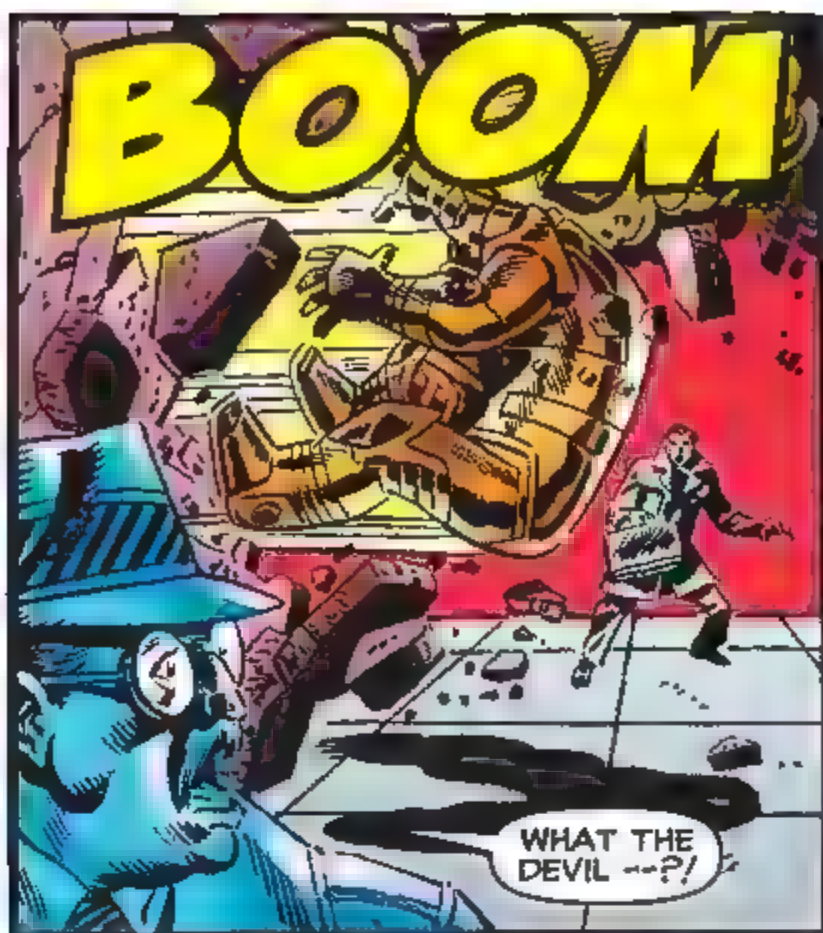
WILL YOU QUIT COMPLAINING, WHITEY?

A FLARE ARROW WILL GIVE US ALL THE LIGHT WE...



...NEED. UH...

...THIS COULD BE BAD.

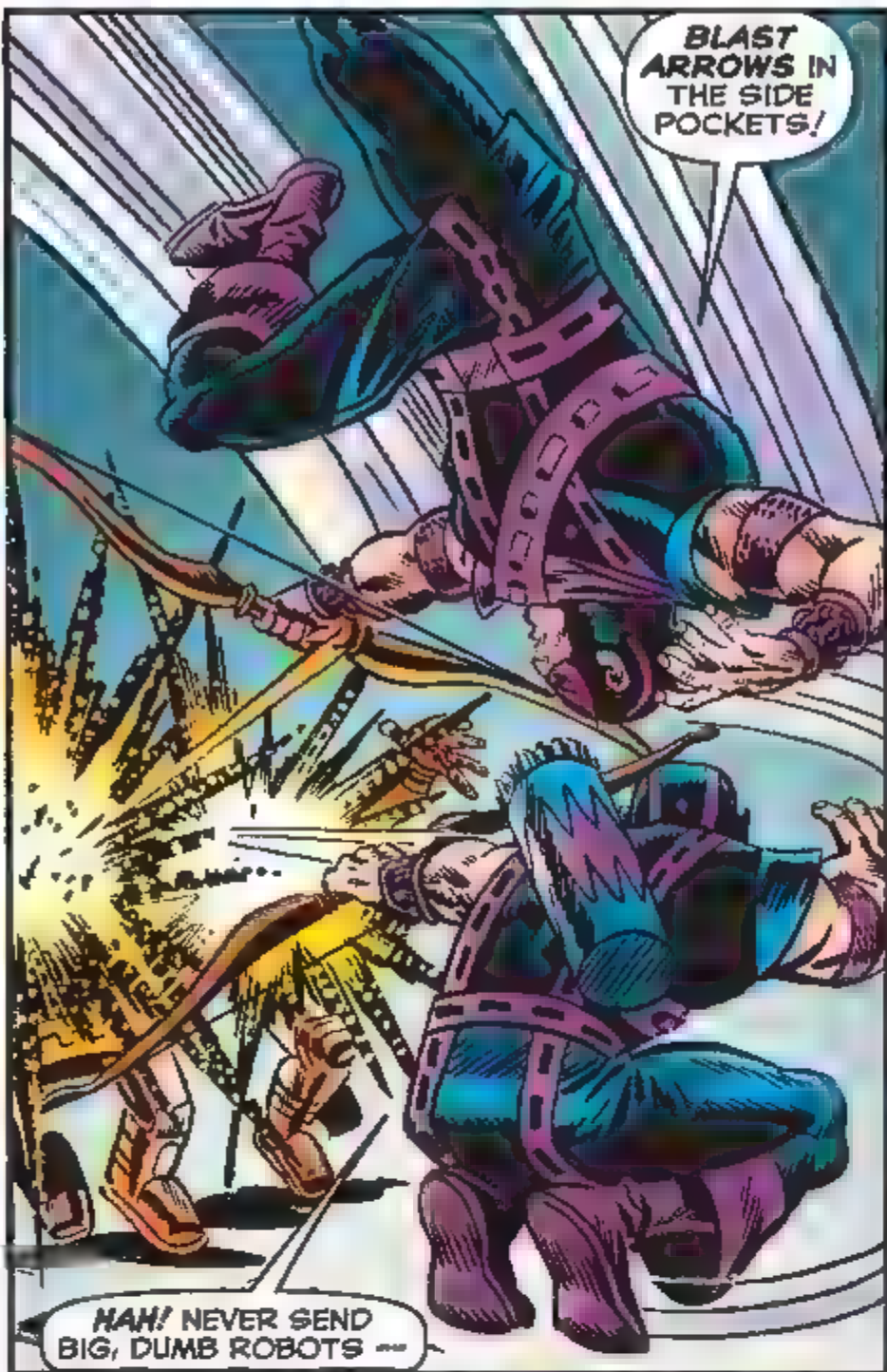


"I'M TOLD THAT CHEN LU'S ROBOTS MASSED OVER 1000 KILOS AND WERE CAPABLE OF LIFTING AT LEAST TEN TIMES THAT MUCH.



"DESPITE THAT, THE NEW AVENGERS MET THEIR CHALLENGE!"

BLAST
ARROWS IN
THE SIDE
POCKETS!



HAH! NEVER SEND BIG, DUMB ROBOTS --

-- AFTER A GUY WHO'S USED TO SPARRING WITH IRON MAN!

INDEED! ANY OPPONENT MAY BE HUMBLLED --



-- IF HE'S HIT FAST ENOUGH --

-- AND OFTEN ENOUGH!

NICE GOIN', WHITEY! THAT'S FIVE FOR FIVE!

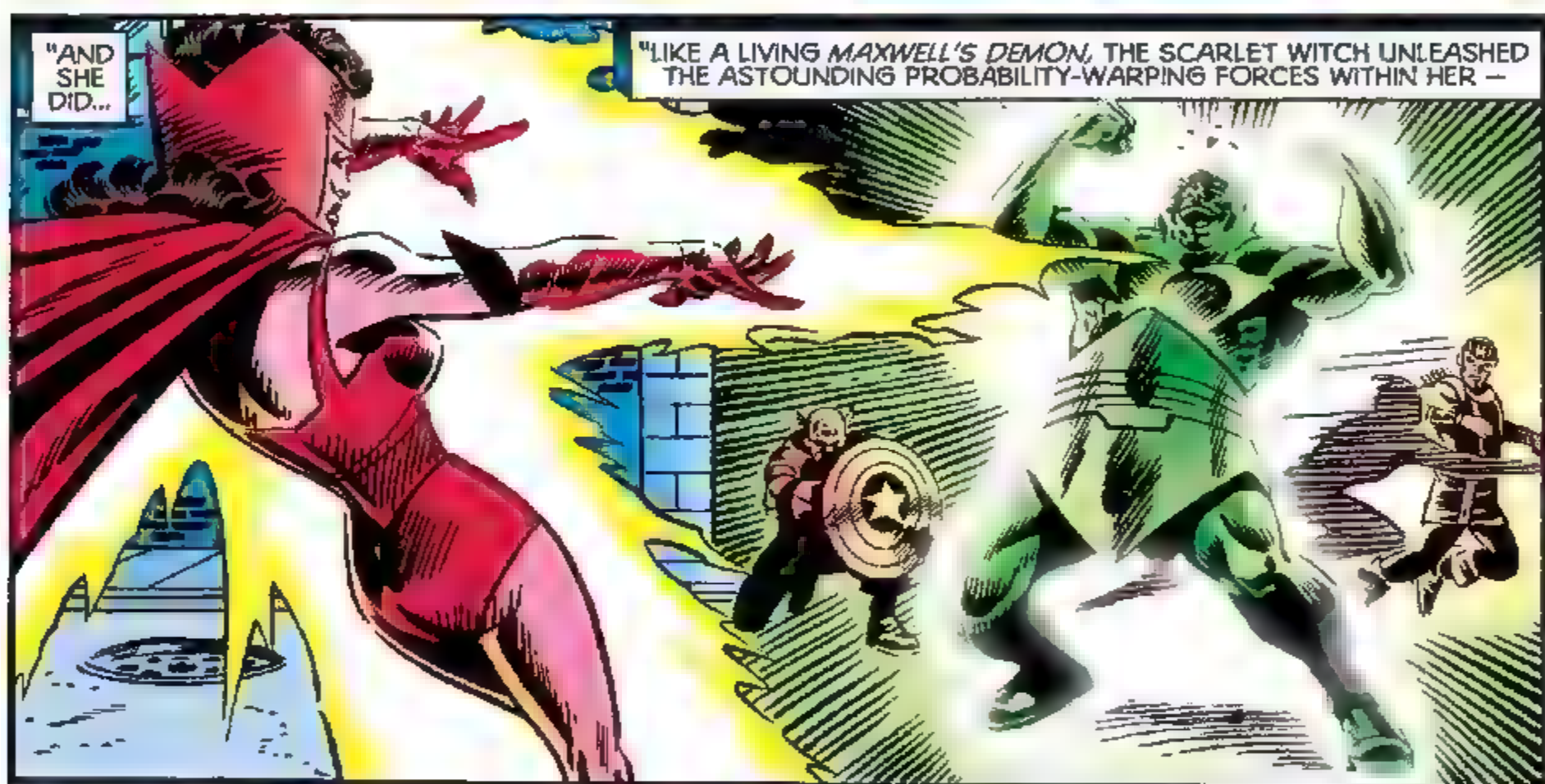
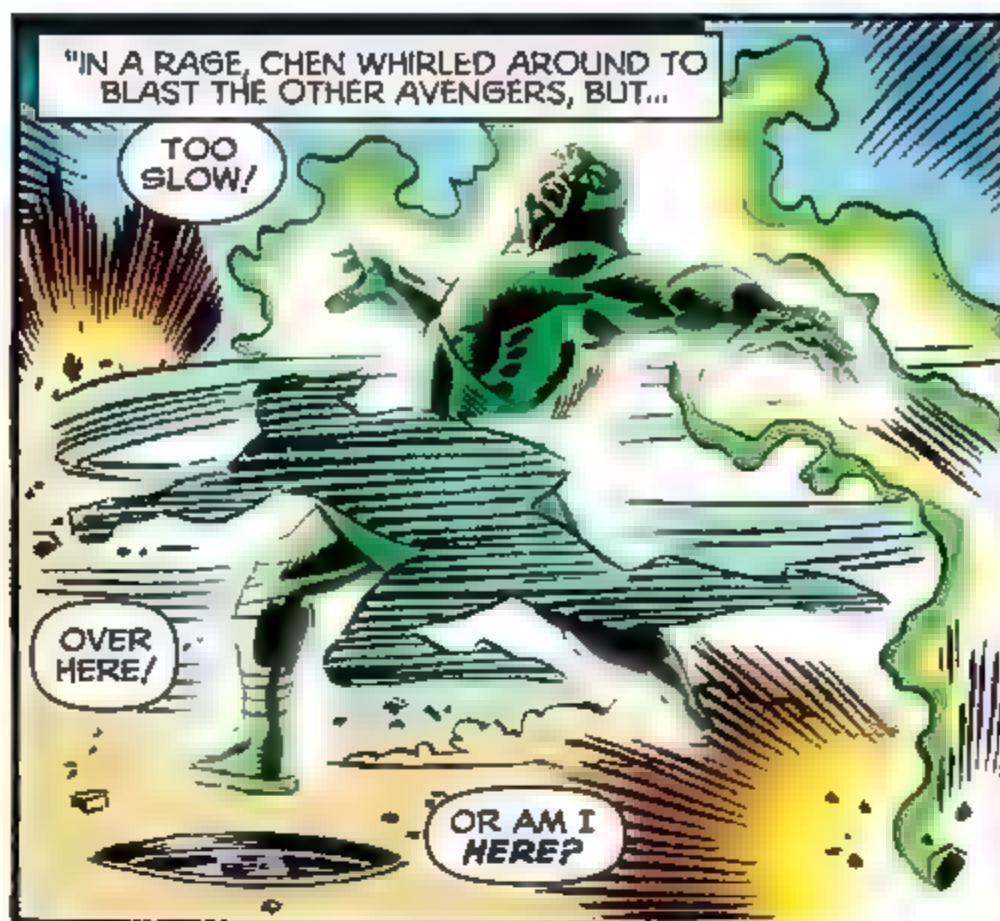
YES! OUR FIRST VICTORY AS AVENGERS!

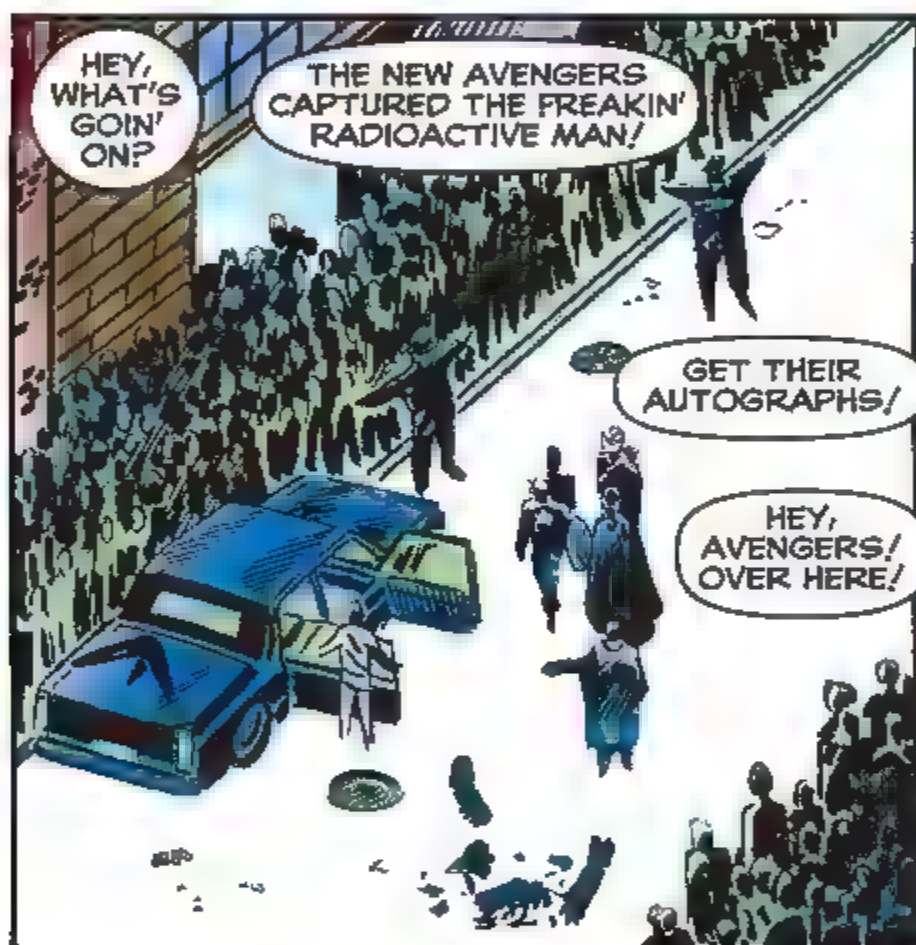
NO! WE HAVE NOT WON UNTIL WE HAVE FOUND AND RESCUED CAP!

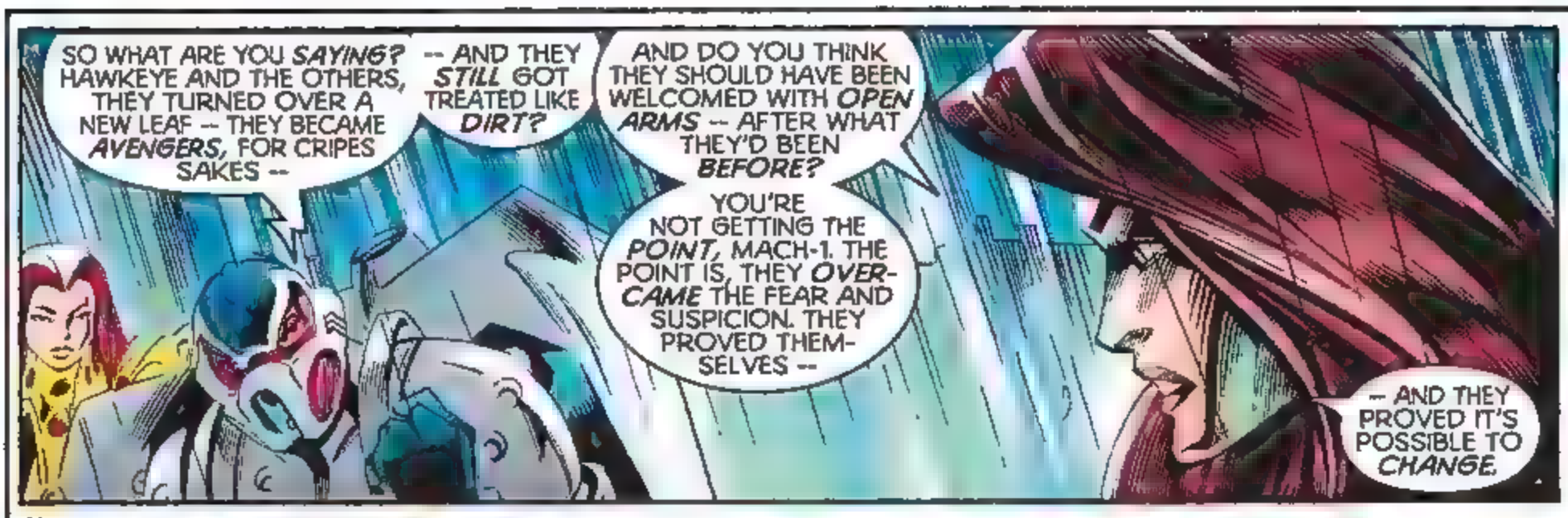


THE WOMAN IS CORRECT! YOU HAVE NOT WON...









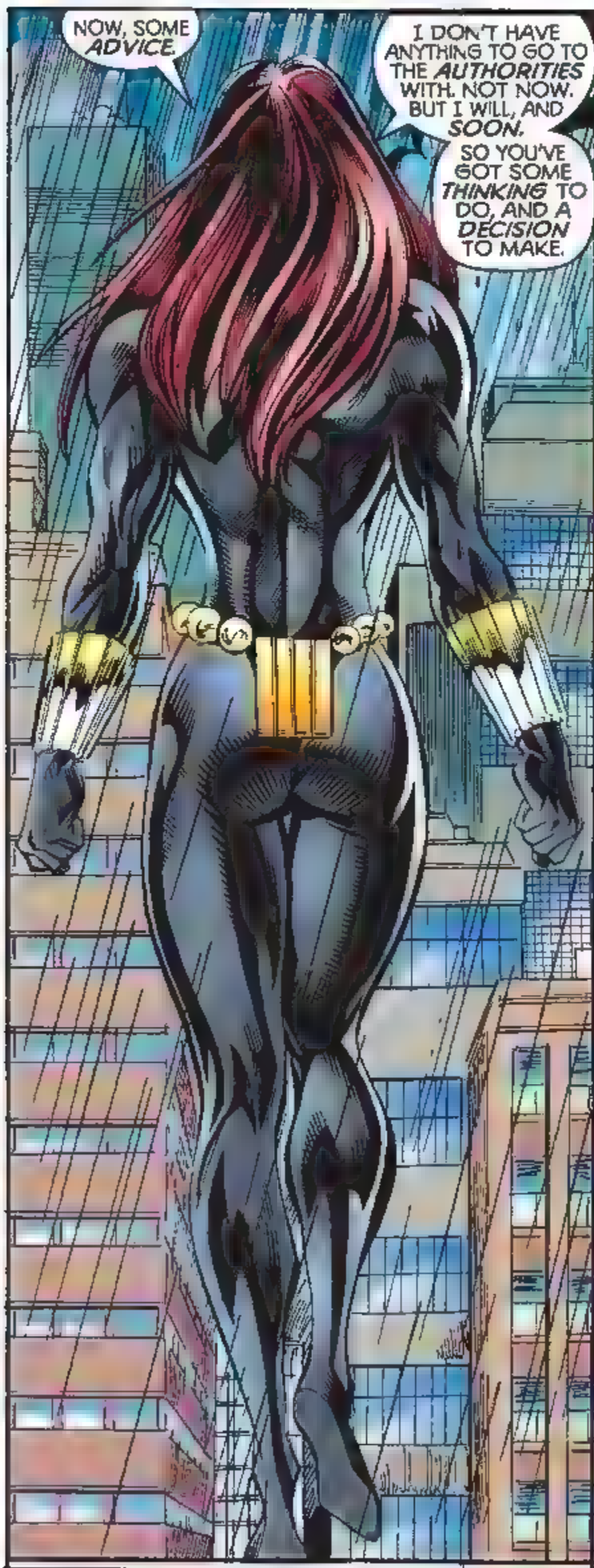
SO WHAT ARE YOU SAYING? HAWKEYE AND THE OTHERS, THEY TURNED OVER A NEW LEAF -- THEY BECAME AVENGERS, FOR CRIPES SAKE --

-- AND THEY STILL GOT TREATED LIKE DIRT?

AND DO YOU THINK THEY SHOULD HAVE BEEN WELCOMED WITH OPEN ARMS -- AFTER WHAT THEY'D BEEN BEFORE?

YOU'RE NOT GETTING THE POINT, MACH-1. THE POINT IS, THEY OVERCAME THE FEAR AND SUSPICION. THEY PROVED THEMSELVES --

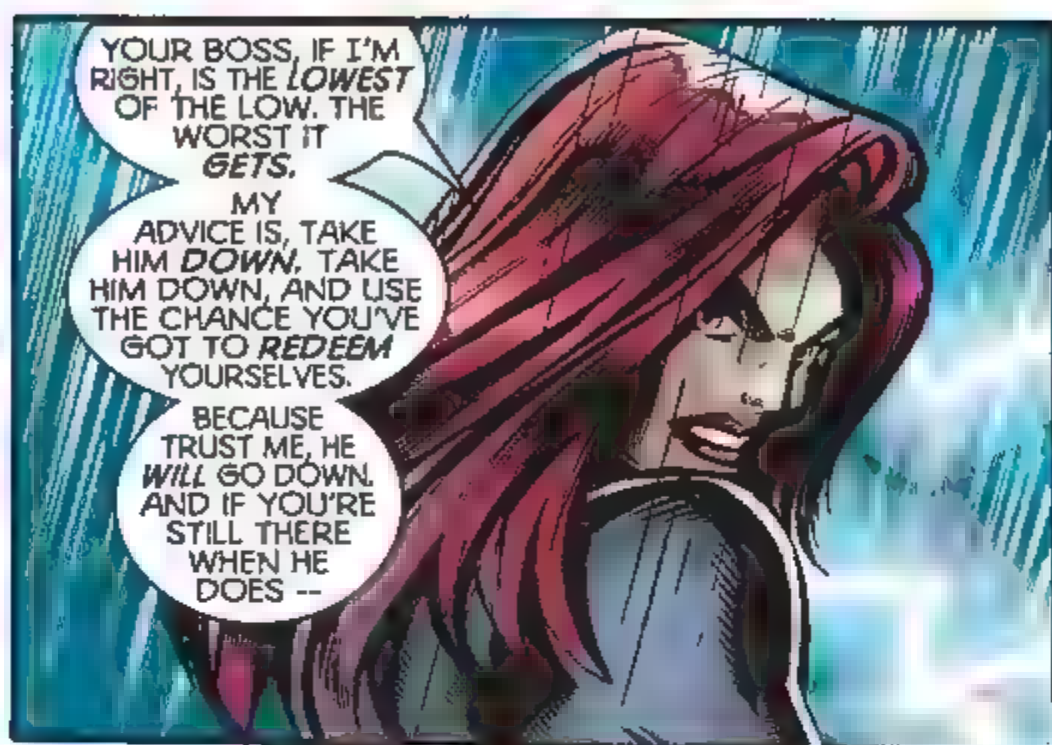
-- AND THEY PROVED IT'S POSSIBLE TO CHANGE.



NOW, SOME ADVICE.

I DON'T HAVE ANYTHING TO GO TO THE AUTHORITIES WITH. NOT NOW. BUT I WILL, AND SOON.

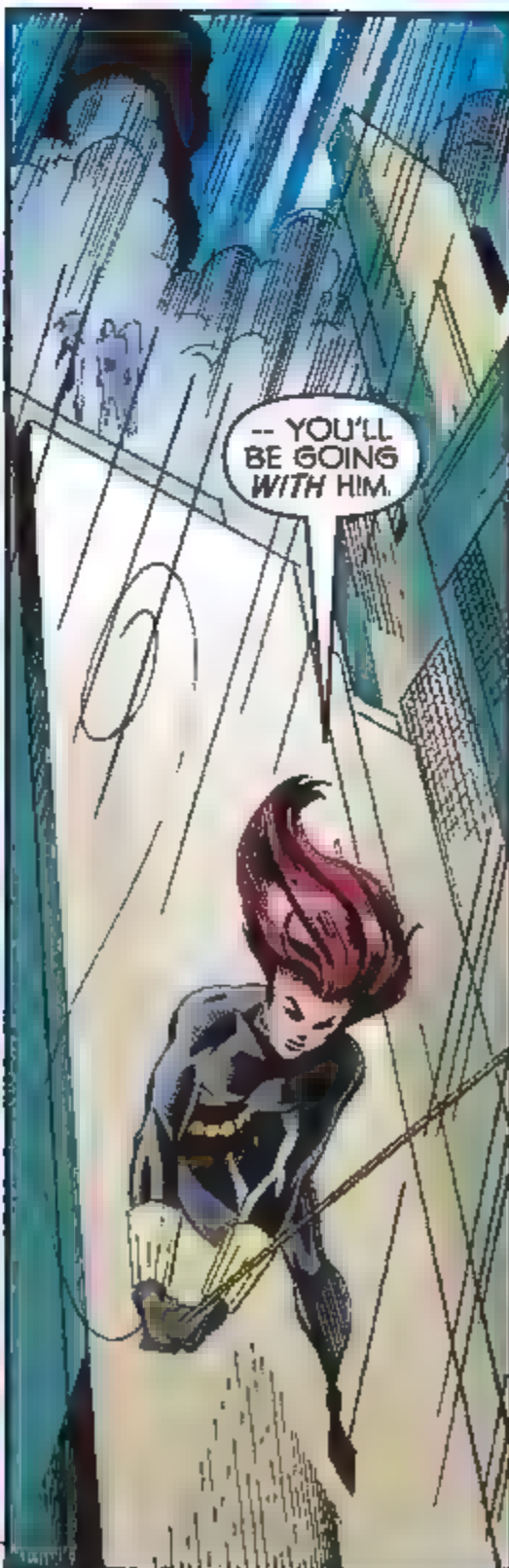
SO YOU'VE GOT SOME THINKING TO DO, AND A DECISION TO MAKE.



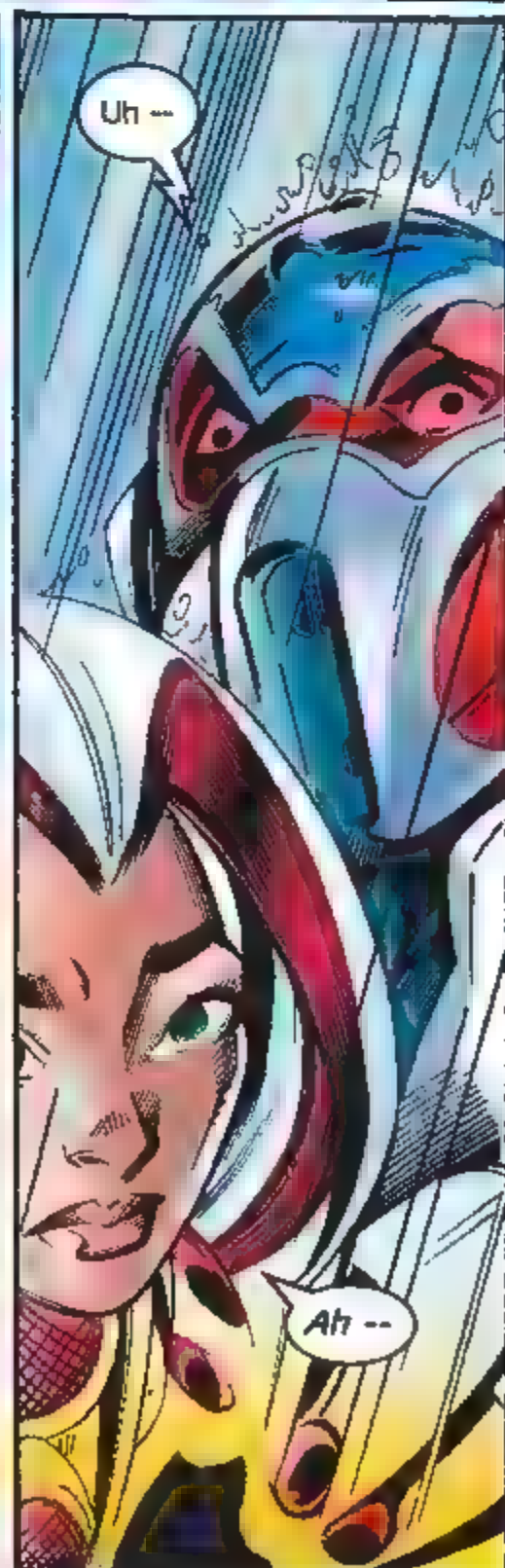
YOUR BOSS, IF I'M RIGHT, IS THE LOWEST OF THE LOW. THE WORST IT GETS.

MY ADVICE IS, TAKE HIM DOWN. TAKE HIM DOWN, AND USE THE CHANCE YOU'VE GOT TO REDEEM YOURSELVES.

BECAUSE TRUST ME, HE WILL GO DOWN. AND IF YOU'RE STILL THERE WHEN HE DOES --



-- YOU'LL BE GOING WITH HIM.



Uh --

Ah --

MEANWHILE, AT THE THUNDER-BOLTS' FOUR FREEDOMS PLAZA HEADQUARTERS...

Oh, THIS IS GOOD. THIS IS VERY GOOD INDEED..

WHY, ZEMO? WE'VE CRACKED THE CODE ON THE AVENGERS' FILES, AND THERE'S NOTHING HERE --

-- NO SECRET ID'S, NO ARMOR SCHEMATICS, NOTHING LIKE THAT.

Oh, I COULD BUILD YOU A QUINJET, OR TELL YOU MORE THAN YOU WANTED TO KNOW ABOUT THE HISTORY OF THE SONS OF THE SERPENT, BUT --

YOU FOCUS TOO MUCH ON SURFACE DETAIL, TECHNO -- AND ON IMMEDIATE APPLICATION. AND AS SUCH, YOU DON'T SEE THE TRUE IMPLICATIONS.

THE FILES ARE COMPLETE -- OR AS COMPLETE AS POSSIBLE. THAT'S FAR MORE IMPORTANT THAN WHAT WAS IN THEM.

Huh? WHY?

BECAUSE IT MEANS THEY TRUST US, TECHNO. THEY TRUST US COMPLETELY. AND AS SURE AS NIGHT FOLLOWS DAY --

-- OUR SECURITY CLEARANCE IS COMING, AND THE ACCESS THAT COMES WITH IT. THE LOVELY DALLAS RIORDAN ASSURES US OF THAT --

-- AND SHE HAS JUST PROVED HER UTTER, UNSUSPECTING RELIABILITY.

OUR PLANS STAND READY. OUR ERA IS BEGINNING TO DAWN. AND WITHIN DAYS -- DAYS, I TELL YOU --

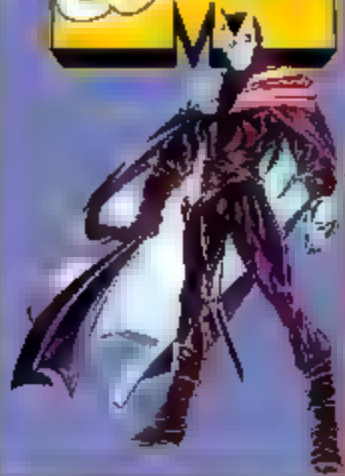
-- THE TIME WILL HAVE COME TO STRIKE AND THEN THE WORLD --

-- THE WORLD WILL BE OURS!

NEXT:

HEROES RETURN

**MARVEL
COMICS**



**JAN
#10**

APPROVED BY THE
COMICS CODE
AUTHORITY

JUSTICE, LIKE LIGHTNING...

THUNDERBOLTS

**THE
SECRET
IS
OUT!**



BUSIEK ■ BAGLEY ■ RUSSELL

11

"HER NAME WAS LINDY."

"SHE WAS JUST A KID -- JUST FOURTEEN YEARS OLD, BUT SHE WAS INTO *EVERYTHING*. ONE WEEK, SHE'D WANNA BE A VET WHEN SHE GREW UP --

"-- AND THE NEXT, SHE WAS GONNA BE THE FIRST WOMAN ON MARS."

"BUT MOST OF ALL, IT SEEMED LIKE, WHAT SHE WANTED TO DO --



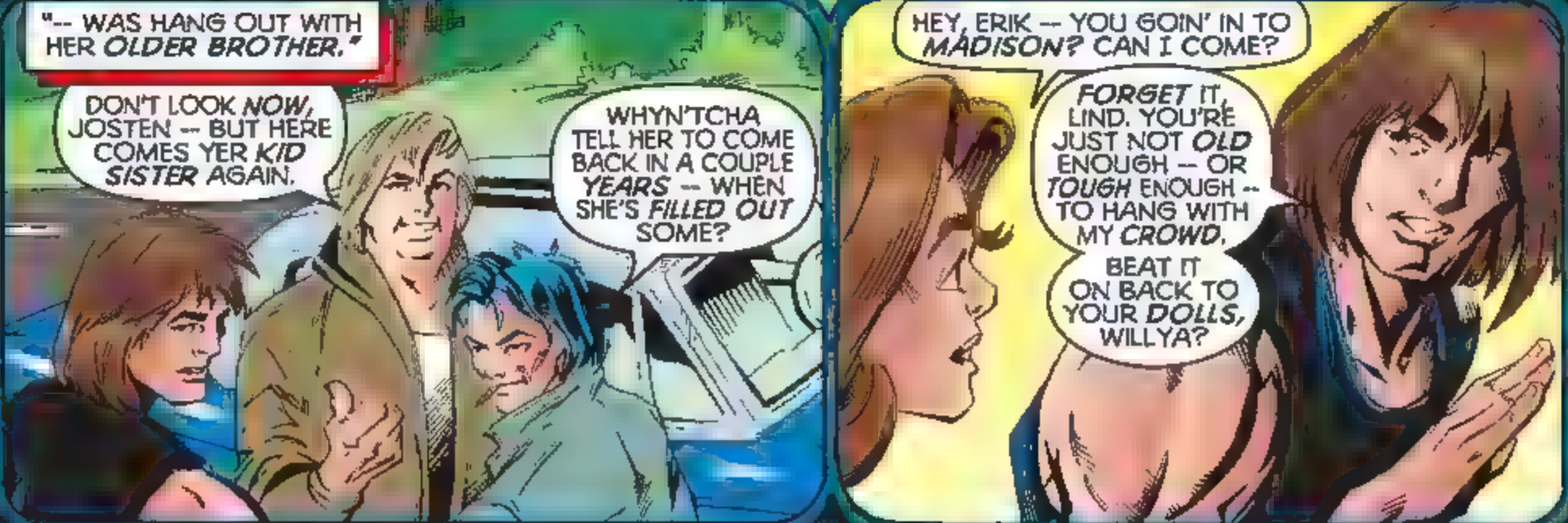
"-- WAS HANG OUT WITH HER *OLDER BROTHER*."

DON'T LOOK NOW, JOSTEN -- BUT HERE COMES YER KID SISTER AGAIN.

WHYNTCHA TELL HER TO COME BACK IN A COUPLE YEARS -- WHEN SHE'S FILLED OUT SOME?

HEY, ERIK -- YOU GOIN' IN TO MADISON? CAN I COME?

FORGET IT, LIND. YOU'RE JUST NOT OLD ENOUGH -- OR TOUGH ENOUGH -- TO HANG WITH MY CROWD. BEAT IT ON BACK TO YOUR DOLLS, WILLYA?



"I WAS SEVENTEEN, A WILD KID -- THE LAST THING I WANTED WAS TO BE SADDLED WITH A *BABY SISTER*. I DIDN'T KNOW HOW MUCH SHE LOOKED UP TO ME --

"-- OR HOW MUCH I WAS *HURTIN'* HER, BUT THAT NIGHT, AFTER WE TOOK OFF..."

"NOT TOUGH ENOUGH," HUH?
I'LL SHOW YOU TOUGH ENOUGH..."

"SHE TOOK OFF AFTER US ON HER *BIKE* -- LIKE SHE WAS GONNA BIKE ALL THE WAY INTO TOWN. IT WAS THIRTY MILES -- MORE, BY BACK ROADS --

"-- BUT SHE DIDN'T QUIT. IT GOT DARK, SHE GOT *TIRED* --

"-- THEY SAY SHE MUST'VE BEEN WAVERING *ALL* OVER THE ROAD.

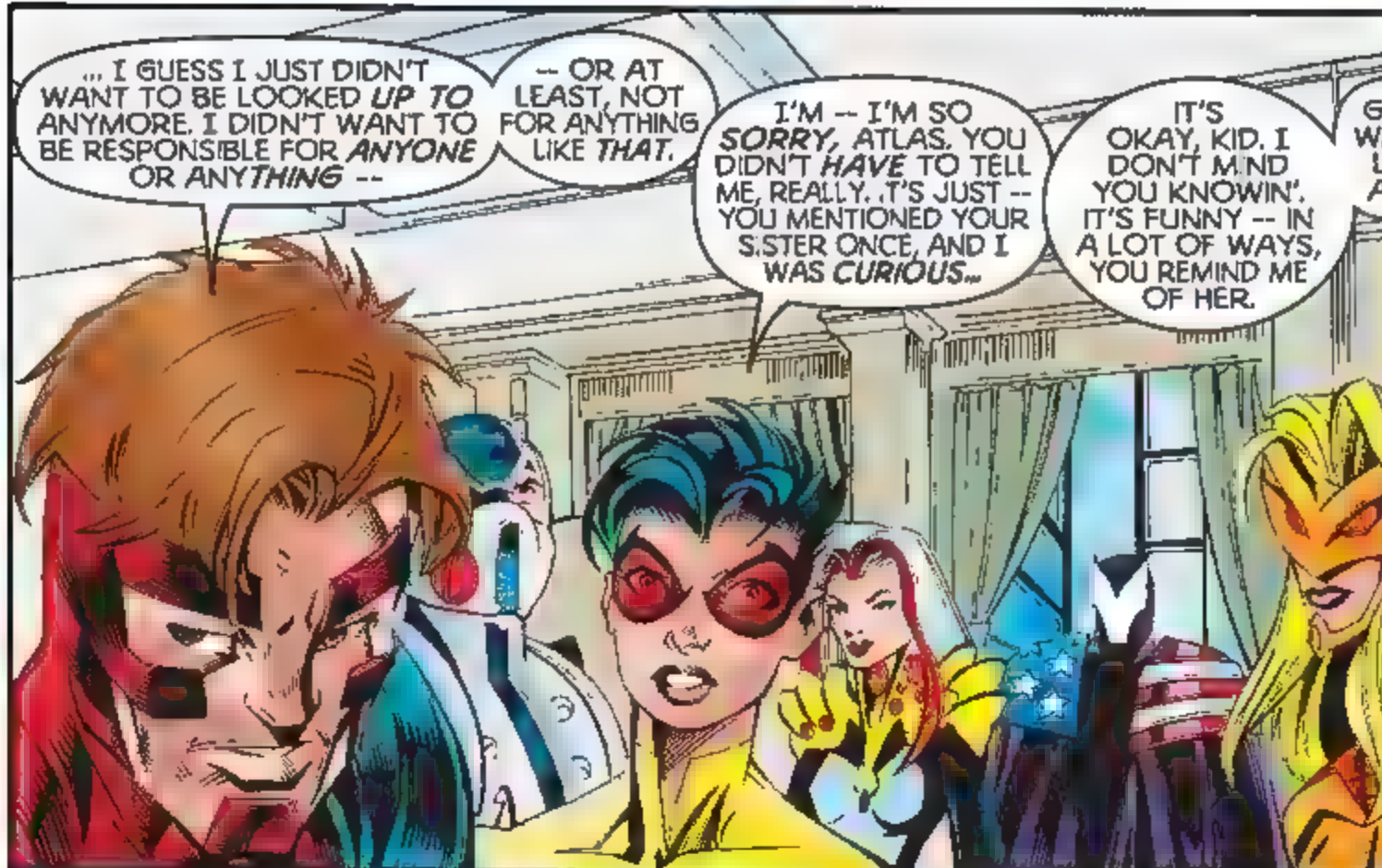
"SO WHEN THE DRIVER CAME AROUND THAT *BLIND CURVE*..."

WELL, THEY SAID THERE WAS NO TIME FOR HIM TO *BRAKE* -- AN' NO CHANCE FOR *HER*.

SHE HELD ON 'TIL I GOT TO THE *HOSPITAL*, AN' THEN... THEN WE *LOST* HER.

IT WAS AFTER THAT I *RAN OFF*, JOINED THE ARMY -- AN' GRADUATED FROM JUVENILE DELINQUENCY TO *SERIOUS TROUBLE*.

I JUST...



... I GUESS I JUST DIDN'T WANT TO BE LOOKED UP TO ANYMORE. I DIDN'T WANT TO BE RESPONSIBLE FOR ANYONE OR ANYTHING --

-- OR AT LEAST, NOT FOR ANYTHING LIKE THAT.

I'M -- I'M SO SORRY, ATLAS. YOU DIDN'T HAVE TO TELL ME, REALLY. IT'S JUST -- YOU MENTIONED YOUR SISTER ONCE, AND I WAS CURIOUS...

IT'S OKAY, KID. I DON'T MIND YOU KNOWIN'. IT'S FUNNY -- IN A LOT OF WAYS, YOU REMIND ME OF HER.

GEEZ, IT WAS SO LONG AGO...



I CAN'T BELIEVE YOU GUYS ARE TALKING ABOUT THE PAST, NOT WITH EVERYTHING THAT'S HAPPENED, THE LAST FEW DAYS --

-- NOT WITH WHAT'S ABOUT TO HAPPEN! I MEAN, I DON'T KNOW ABOUT YOU, BUT MY HEART'S BEATING SO FAST, I COULD -- HUH?

SORRY I'M LATE, GANG. I HAD A FEW THINGS TO TAKE CARE OF. HOPE I HAVEN'T MISSED ANYTHING.

SHOOM



IS EVERYTHING SET, TECHNO?

EVERYTHING'S FINE, CITIZEN V --

TECHNO'S VOICE RINGS HOLLOWLY, WITH A PRONOUNCED ELECTRONIC BUZZ.

IT COULD BE THAT HE'S MISALIGNED HIS VOICE CIRCUITS, STILL NOT USED TO ALL THE INTRICACIES OF HIS ROBOTIC BODY --

• WHICH HE GOT IN #7-B. Tom



-- OR IT COULD BE THAT HE'S IN COMPLETE CONTROL OF HIS NEW FORM -- AND SIMPLY LIKES THE WAY IT SOUNDS.

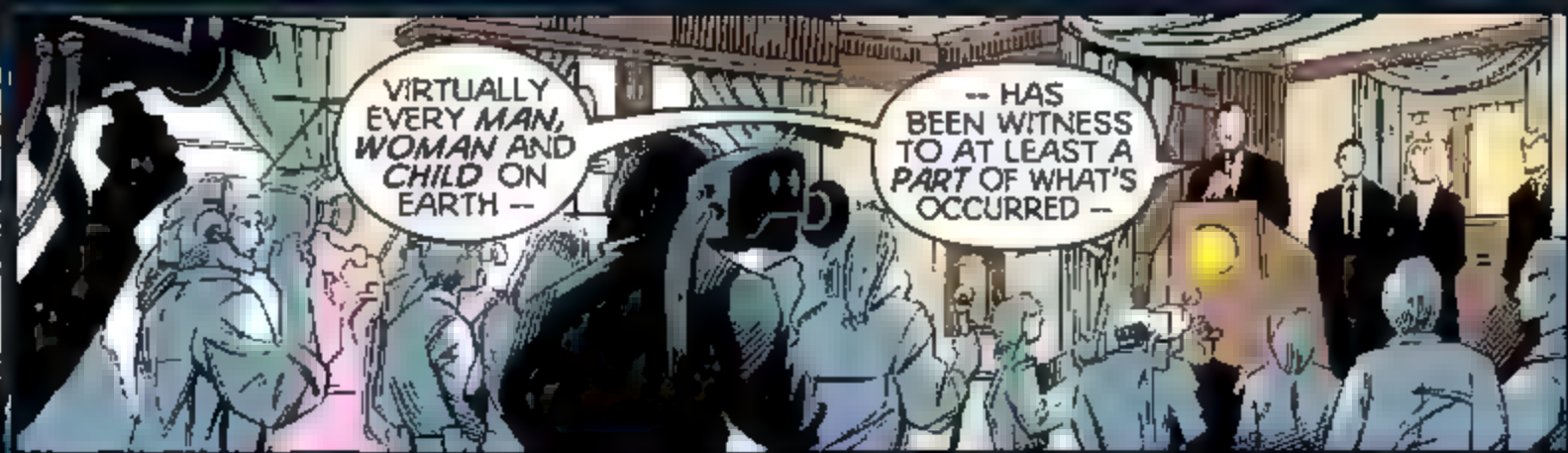
-- EVERYTHING'S GOING LIKE CLOCKWORK.

THINGS ARE STARTING, THUNDERBOLTS -- WE'LL NEED YOU IN FIVE MINUTES!

THANKS, DALLAS.

AND, IN THE
CONFERENCE
CHAMBER...

FOR ME TO
CALL THE LAST
FEW DAYS
MOMENTOUS
WOULD BE QUITE
AN UNDER-
STATEMENT.



VIRTUALLY
EVERY MAN,
WOMAN AND
CHILD ON
EARTH --

-- HAS
BEEN WITNESS
TO AT LEAST A
PART OF WHAT'S
OCCURRED --

"-- STARTING WITH THE **FANTASTIC
LIGHT SHOW** THAT RIPPED THROUGH
THE SKIES OF OUR PLANET, A LIGHT-
SHOW VISIBLE FROM **EVERY
CORNER OF THE GLOBE** --

"-- AND WHICH HERALDED
THE **RETURN OF HEROES**
LONG THOUGHT LOST TO
US, HEROES WHO'D BEEN
PRESUMED DEAD."

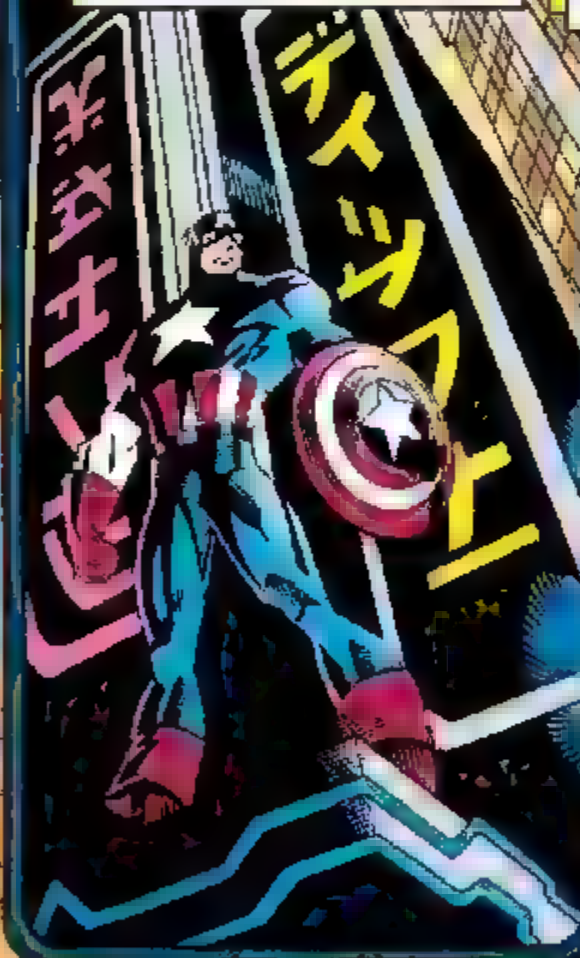
A Tale told in greater
detail in the **HEROES
REBORN: THE RETURN**
limited-series. -- Tom

"THE **FANTASTIC
FOUR** WERE
DISCOVERED IN
UPSTATE
NEW YORK --

"-- TELLING A TALE OF
ANOTHER **DIMENSION**,
AND AN INCREIBLE
CONFLICT THERE.



"BUT THOUGH THEY WERE
THE **FIRST** TO REAPPEAR,
THEY WERE FAR FROM THE
LAST. **CAPTAIN AMERICA**
HAS BEEN SEEN IN JAPAN --



"-- THE **ANDROID VISION** IN
LONDON, **GIANT-MAN** AND
THE **WASP** IN CAIRO, **HAWKEYE**
IN PERTH -- AND OTHERS ARE
STILL BEING DISCOVERED.

"AND OUR WORLD IS
GRATEFUL FOR THE
RETURN OF THESE
NOBLE MEN AND
WOMEN. BUT WE ARE
HERE TODAY TO HONOR
OTHER HEROES --"



-- HEROES
WHO STEPPED
INTO THE BREACH
WHEN ALL SEEMED
LOST, WHO ROSE
TO THE OCCASION
WHEN THEY WERE
MOST
NEEDED --

-- HEROES
WHO DEFENDED
US ALL THROUGH
OUR LONG NIGHT,
LADIES AND
GENTLEMEN --



-- I GIVE YOU TECHNO,
ATLAS, MACH-1, SONGBIRD,
JOLT, CITIZEN V AND METEORITE.
I GIVE YOU --

-- THE
THUNDERBOLTS!

THE APPLAUSE IS IMMEDIATE,
ENTHUSIASTIC, HEARTFELT AND
SUSTAINED -- AND THERE IS NO
DOUBT, NONE WHATSOEVER,
THAT IT IS WELL DESERVED.

NOT
BAD.

TITANIC TURNING POINT FOR MARVEL'S MIGHTIEST MISCREANTS!

HEROES' REWARD

HURT
BUSIEN
SCULPTOR

MARK
BAGLEY
SCULPTOR

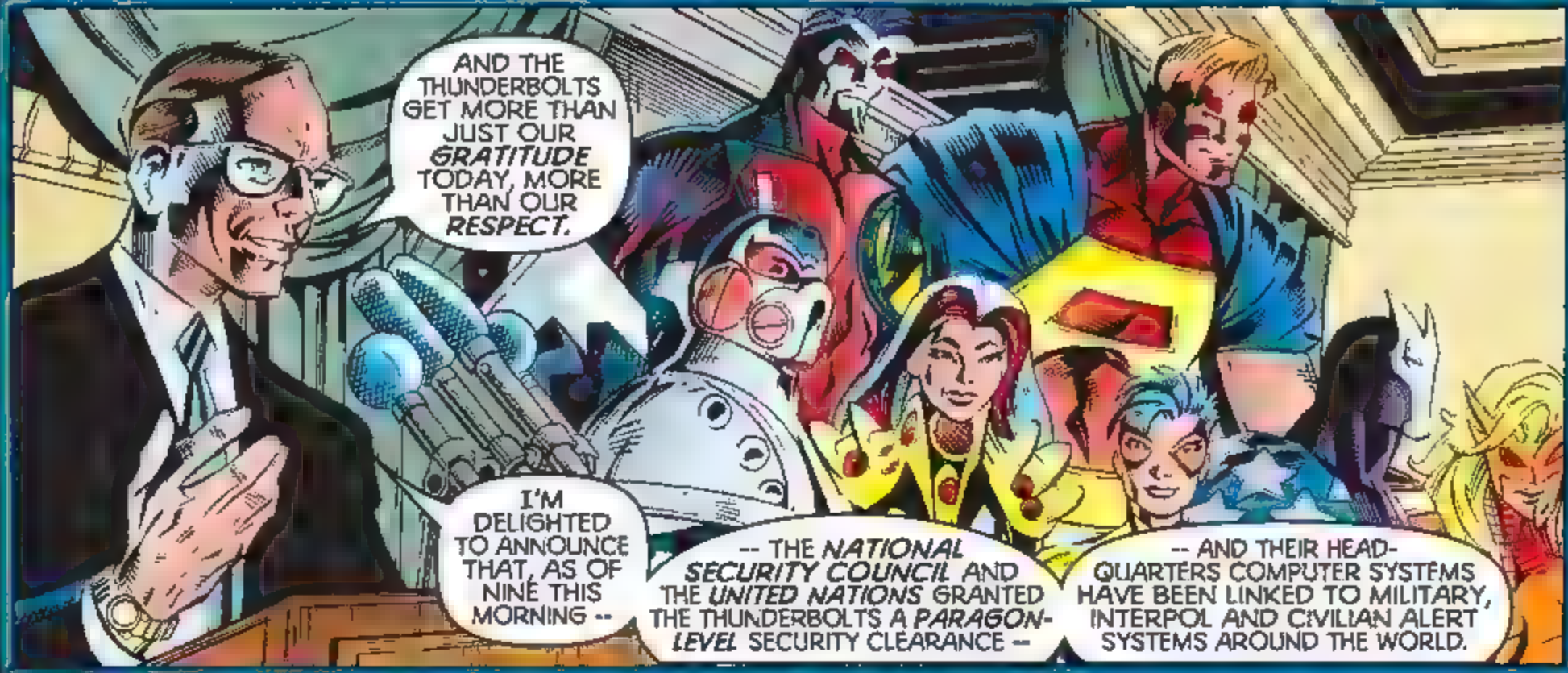
VINCE
RUSSELL
SCULPTOR

COMICRAFT'S
DAVE LANPHEAR
SCULPTOR

JOE
ROSAS
SCULPTOR

TOM
BREVOORT
SCULPTOR

BOB
HARRAS
SCULPTOR TO COLOR



AND THE THUNDERBOLTS GET MORE THAN JUST OUR **GRATITUDE** TODAY, MORE THAN OUR **RESPECT**.

I'M DELIGHTED TO ANNOUNCE THAT, AS OF NINE THIS MORNING --

-- THE NATIONAL SECURITY COUNCIL AND THE UNITED NATIONS GRANTED THE THUNDERBOLTS A PARAGON-LEVEL SECURITY CLEARANCE --

-- AND THEIR HEAD-QUARTERS COMPUTER SYSTEMS HAVE BEEN LINKED TO MILITARY, INTERPOL AND CIVILIAN ALERT SYSTEMS AROUND THE WORLD.



THIS IS THE SAME STATUS LONG ENJOYED BY BOTH THE **AVENGERS** AND THE **FANTASTIC FOUR**. AND THIS DEVELOPMENT, I HOPE --

-- WILL ALLOW THE THUNDERBOLTS TO DO AN EVEN **BETTER** JOB OF PROTECTING INNOCENTS. AND NOW, WITHOUT FURTHER **ADO** --

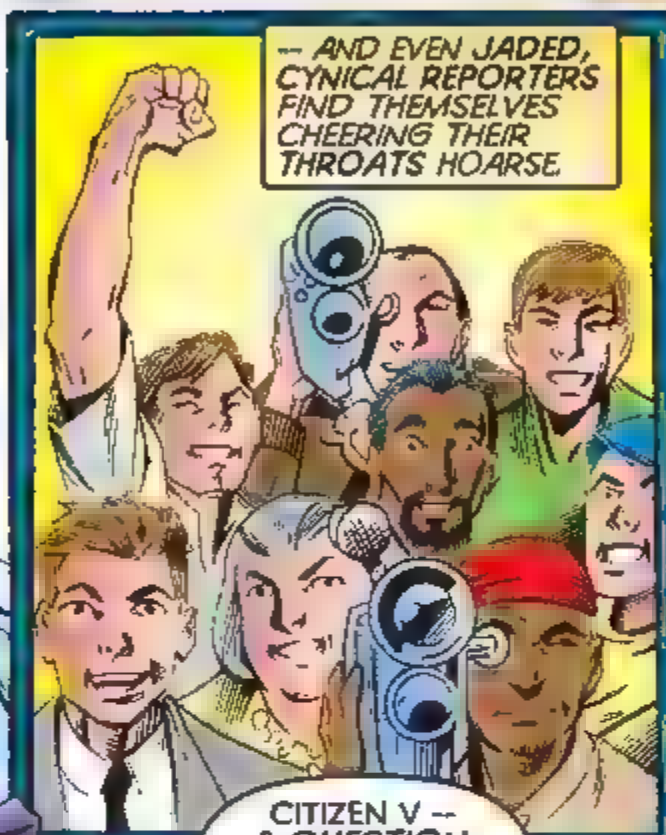
-- I YIELD THE FLOOR TO **CITIZEN V**.

THANK YOU, MR. MAYOR. I KNOW I SPEAK FOR MY **ENTIRE TEAM** --

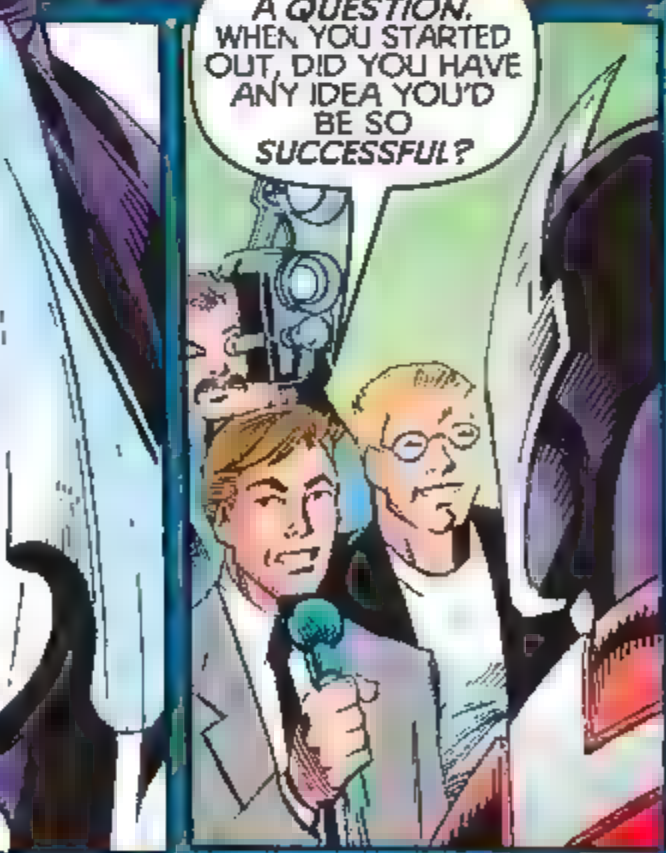
-- WHEN I SAY THAT WE ARE **HONORED** BY THIS GESTURE ON THE WORLD'S PART, AND THE FAITH ITS PEOPLE HAVE PLACED IN US.

I CAN ONLY HOPE THAT WE WILL NEVER LOSE SIGHT OF THE **GOALS** AND **IDEALS** THAT HAVE LED US TO THIS POINT.

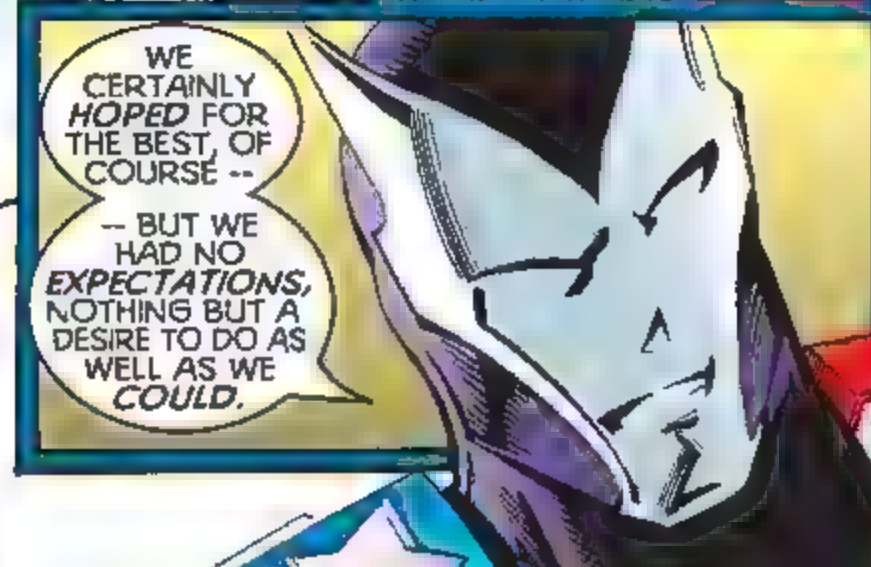
APPLAUSE ROLLS FORTH ONCE MORE, LOUDER AND LONGER THIS TIME --



-- AND EVEN JADED, **CYNICAL** REPORTERS FIND THEMSELVES **CHEERING** THEIR THROATS HOARSE.



CITIZEN V -- A **QUESTION**. WHEN YOU STARTED OUT, DID YOU HAVE ANY IDEA YOU'D BE SO **SUCCESSFUL**?



WE CERTAINLY **HOPED** FOR THE BEST, OF COURSE --

-- BUT WE HAD NO **EXPECTATIONS**, NOTHING BUT A DESIRE TO DO AS WELL AS WE **COULD**.

THERE HAS BEEN NO WORD AS TO WHETHER THE AVENGERS WILL BE REGROUPING --

-- DO YOU THINK THE THUNDERBOLTS HAVE TAKEN THEIR PLACE, THAT THERE'S NO NEED FOR THEM WITH YOU AROUND?

IF THE AVENGERS RE-FORM, IT'LL BE GOOD NEWS FOR THE ENTIRE WORLD. WE WOULD NEVER DREAM OF REPLACING THEM, EVEN IF THAT WERE POSSIBLE.

WHAT ABOUT THE FANTASTIC FOUR? NOW THAT THEY'RE BACK, WILL YOU BE KEEPING FOUR FREEDOMS PLAZA?

FOUR FREEDOMS PLAZA BELONGS TO THE FANTASTIC FOUR, AND IS ONLY ON LOAN TO US. THE MOMENT THEY WANT IT BACK --

-- IT'S *THEIRS*, UNCONDITIONALLY.

BUT EVEN AS CITIZEN V FINISHES SPEAKING, THERE'S A COMMOTION AT THE BACK OF THE ROOM, AND --

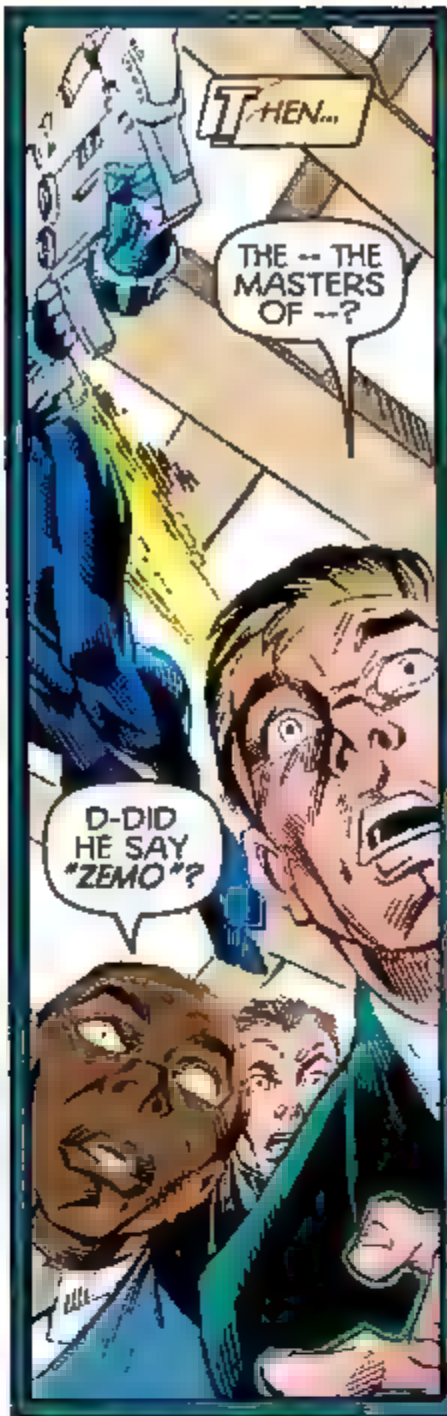
WHAT IN --?

S.H.I.E.L.D. AGENTS?

CITIZEN V -- AKA HELMUT ZEMO -- YOU AND THE REST OF THE THUNDERBOLTS ARE UNDER ARREST --

-- FOR YOUR CRIMES AS THE MASTERS OF EVIL!

FOR A MOMENT, THERE'S NOTHING BUT STUNNED SILENCE.



THEN...

THE -- THE MASTERS OF --?

D-DID HE SAY "ZEMO"?



THE MASTERS OF EVIL?

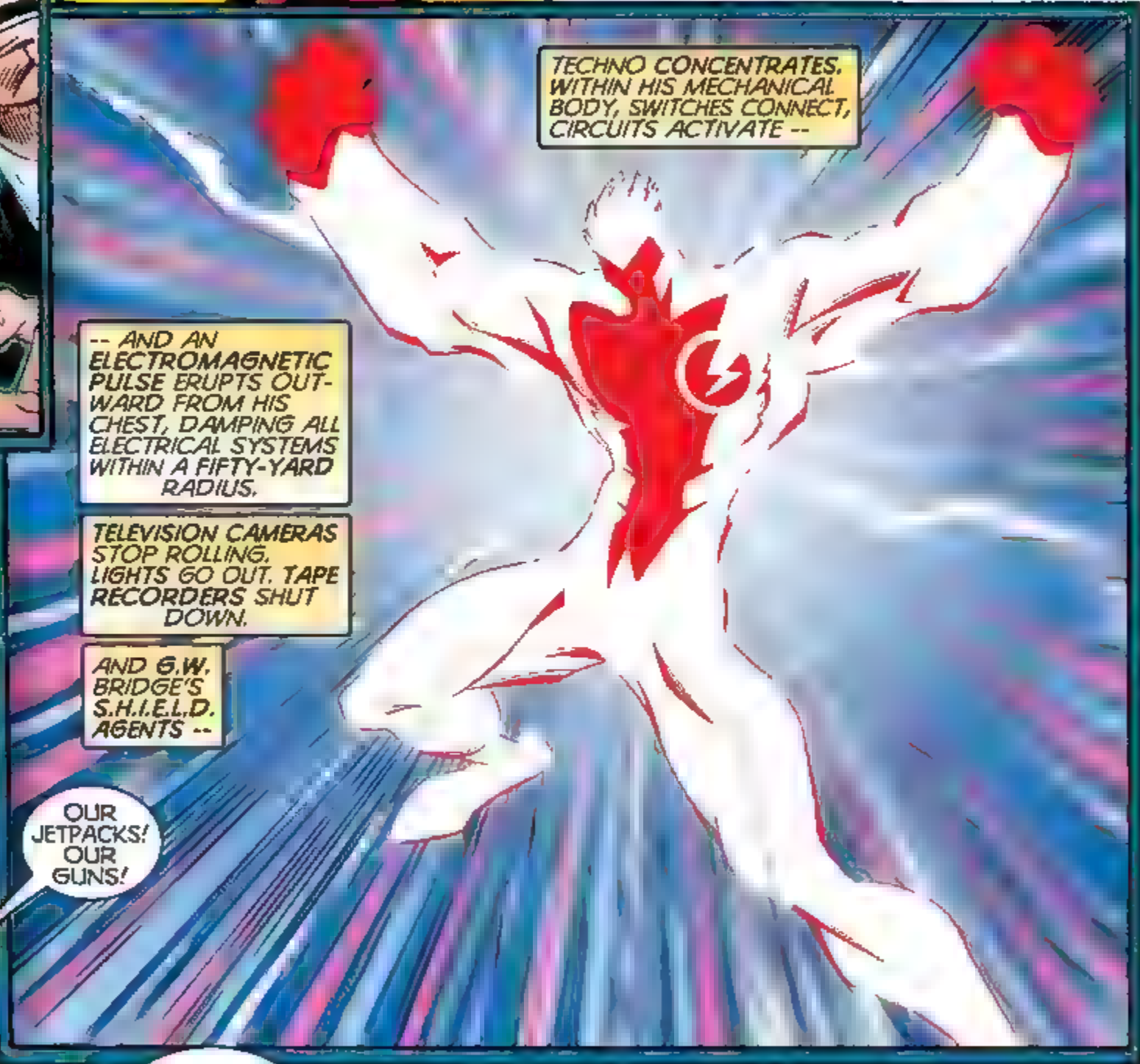
TECHNO! AS WE DISCUSSED --

Now!



Blast!

ZEMO WAS PREPARED FOR US!



TECHNO CONCENTRATES. WITHIN HIS MECHANICAL BODY, SWITCHES CONNECT, CIRCUITS ACTIVATE --

-- AND AN ELECTROMAGNETIC PULSE ERUPTS OUTWARD FROM HIS CHEST, DAMPING ALL ELECTRICAL SYSTEMS WITHIN A FIFTY-YARD RADIUS.

TELEVISION CAMERAS STOP ROLLING. LIGHTS GO OUT. TAPE RECORDERS SHUT DOWN.

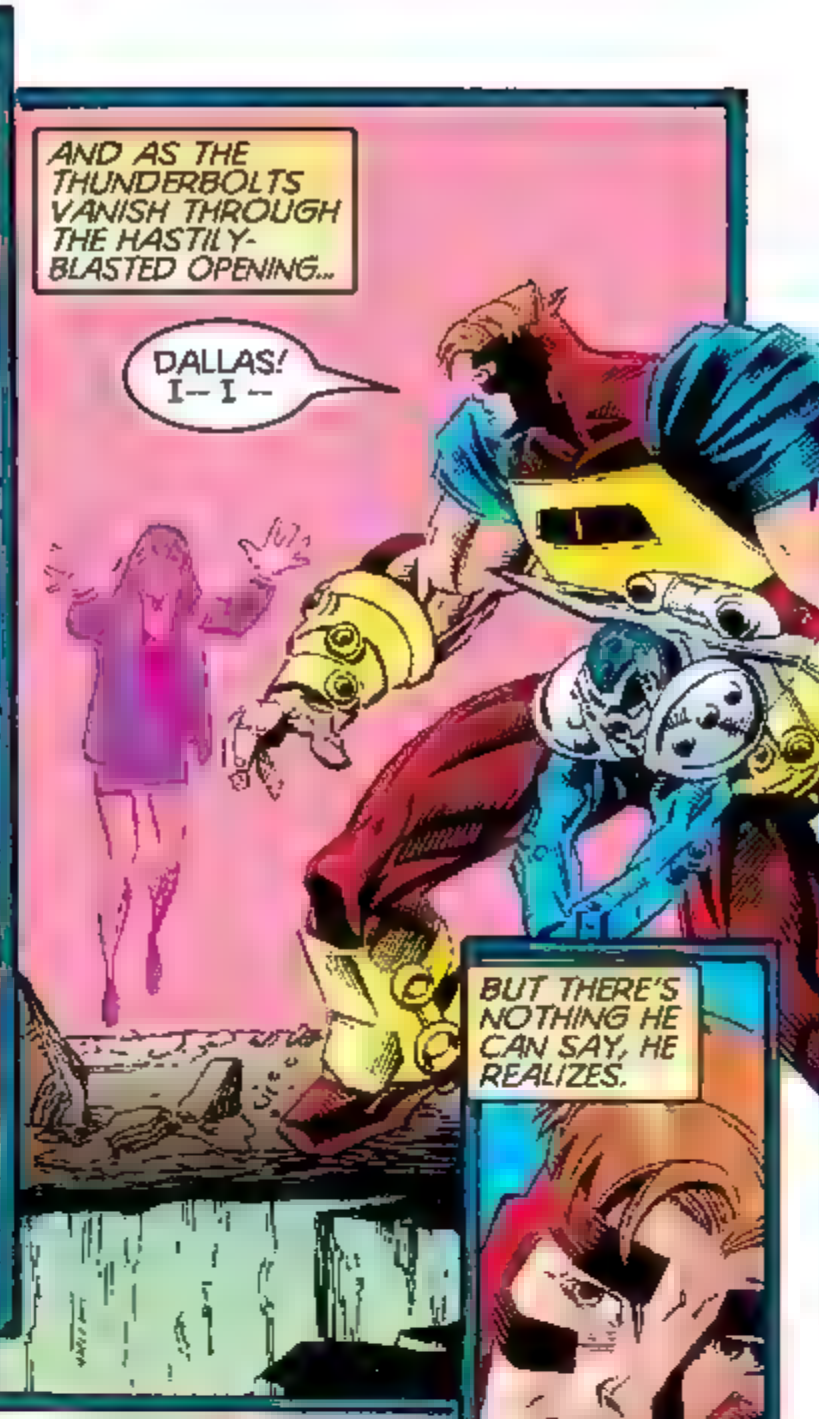
AND G.W. BRIDGE'S S.H.I.E.L.D. AGENTS --

OUR JETPACKS! OUR GUNS!

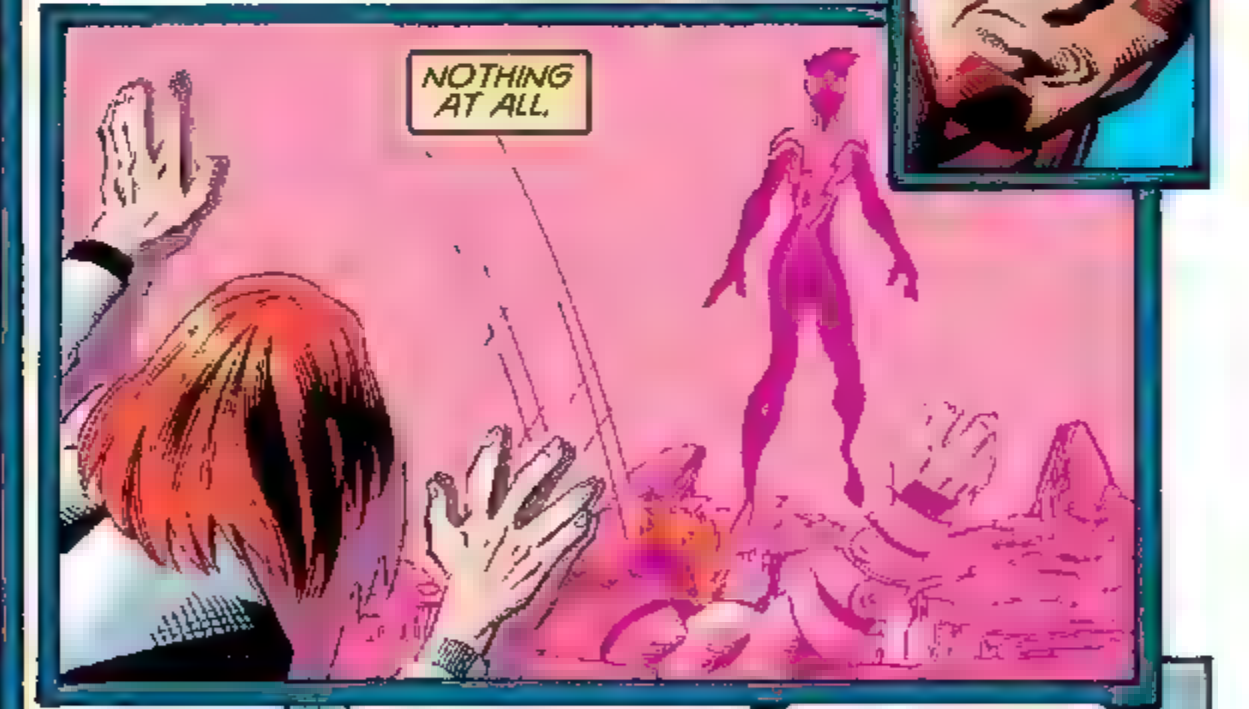
THIS -- THIS CAN'T BE HAPPENING! IT'S NOT TRUE, IT --



ATLAS -- GRAB MACH-1! HIS SYSTEMS HAVE SHUT DOWN TOO -- JUST AS TECHNO'S HAVE! THEY'LL REBOOT IN SIX MINUTES -- BUT IN THE MEANTIME, WE'LL HAVE TO CARRY THEM. SONGBIRD, YOU'RE SELF-POWERED -- WE NEED A BARRIER! AND METEORITE --



BUT THERE'S NOTHING HE CAN SAY, HE REALIZES.



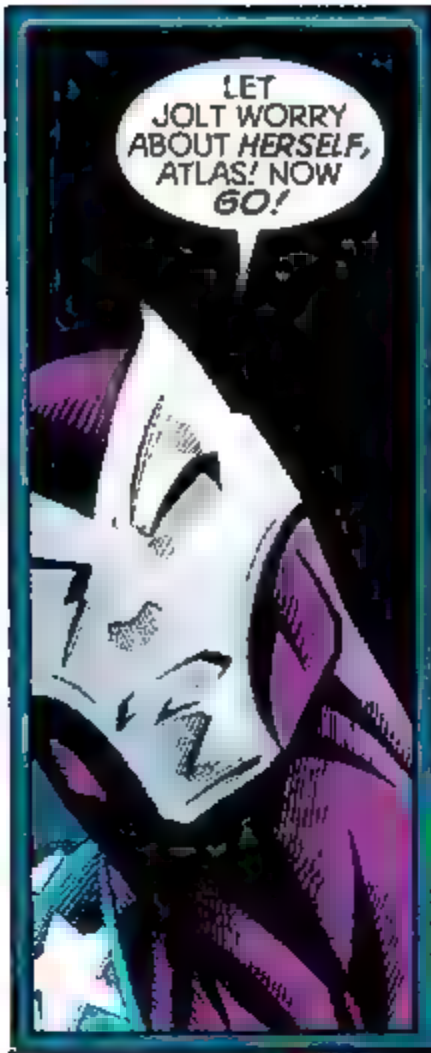
-- WE'LL REGROUP AT HEADQUARTERS. DON'T GET SPOTTED -- BUT DON'T DELAY, EITHER.

HEY WHERE'S JOLT?

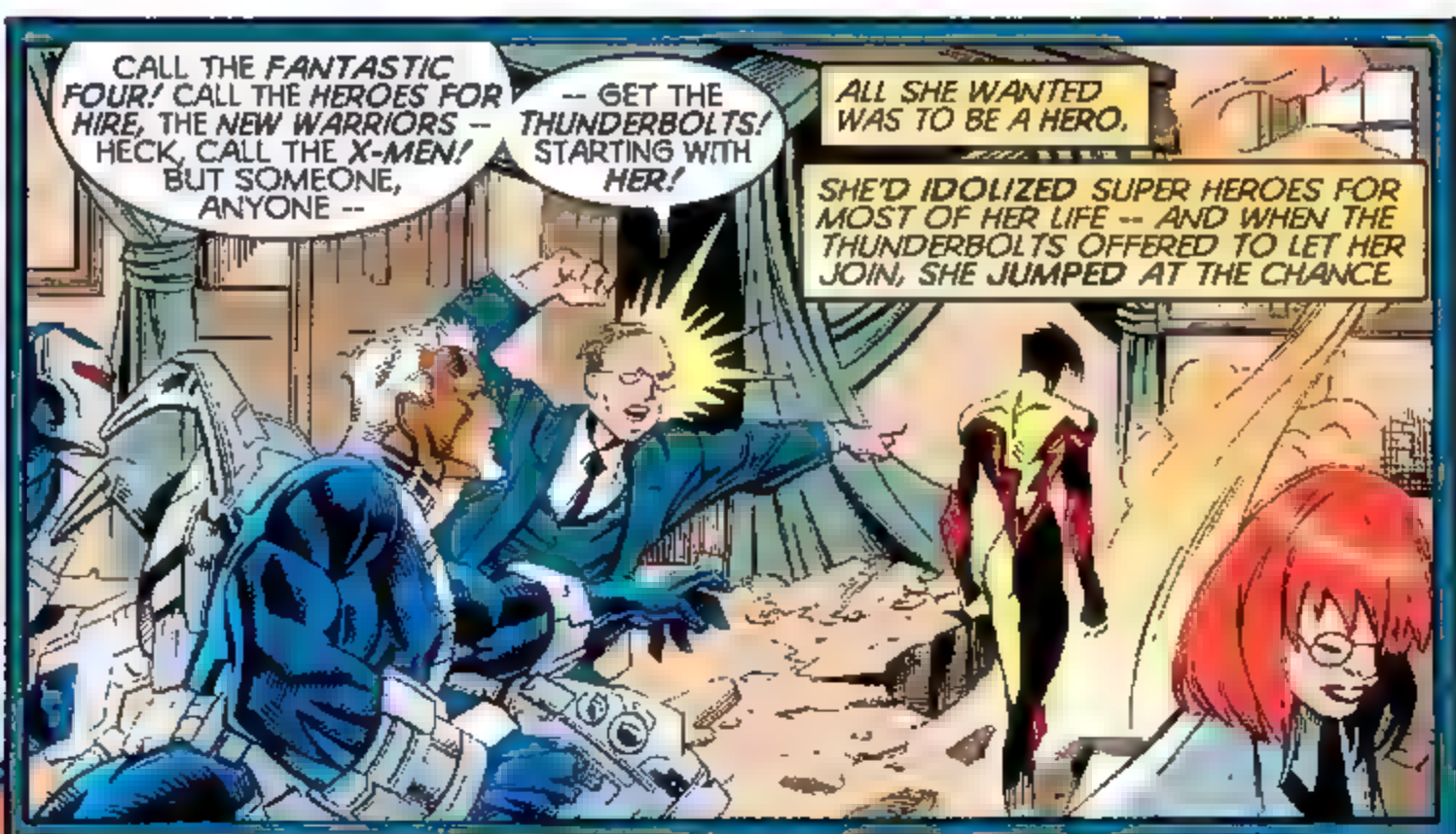
IT -- IT'S TRUE --

I AM ALWAYS PREPARED, METEORITE! NOW, THUNDERBOLTS --





LET
JOLT WORRY
ABOUT HERSELF,
ATLAS! NOW
GO!

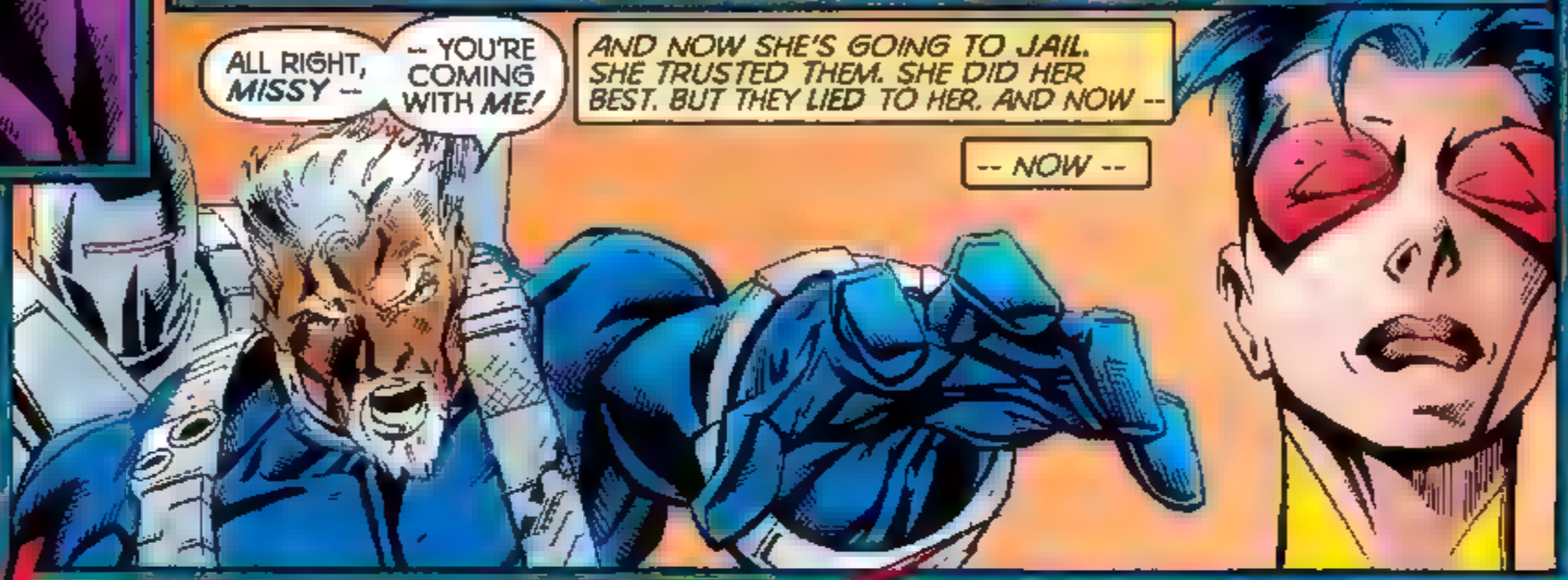


CALL THE FANTASTIC
FOUR! CALL THE HEROES FOR
HIRE, THE NEW WARRIORS --
HECK, CALL THE X-MEN!
BUT SOMEONE,
ANYONE --

-- GET THE
THUNDERBOLTS!
STARTING WITH
HER!

ALL SHE WANTED
WAS TO BE A HERO.

SHE'D IDOLIZED SUPER HEROES FOR
MOST OF HER LIFE -- AND WHEN THE
THUNDERBOLTS OFFERED TO LET HER
JOIN, SHE JUMPED AT THE CHANCE.



ALL RIGHT,
MISSY --

-- YOU'RE
COMING
WITH ME!

AND NOW SHE'S GOING TO JAIL.
SHE TRUSTED THEM. SHE DID HER
BEST. BUT THEY LIED TO HER. AND NOW --

-- NOW --



SORRY,
COLONEL
BRIDGE,
BUT I'M NOT
GOING ANY-
WHERE --
WITH ANY-
ONE!

NOT UNTIL
I FIGURE A
FEW THINGS
OUT!

AND LIKE
THAT --

-- SHE'S
GONE.

Huh?

AND AS JOLT
EXITS TO THE
EAST --

-- TO THE SOUTH,
METEORITE
ENCOUNTERS --

POO!

POO!

Eh?
WHO?

HAWKEYE!

GOT
IT IN ONE,
MOONSTONE --
OR WHATEVER
YOU'RE CALLING
YOURSELF THESE
DAYS!

-- OR
WILL I
HAVE TO
INSIST?

I DON'T
SUPPOSE YOU'D
BELIEVE WE WERE
SINCERE -- THAT
WE REALLY DID
WANT TO ATONE
FOR OUR --

I HAD
A LITTLE BUSINESS
HERE AT CITY HALL --
REESTABLISHING MY
LEGAL BONA FIDES,
WITH A LITTLE HELP
FROM THE MARIA
STARK
FOUNDATION --

-- WHEN I
CAUGHT THE
SHOW YOU AND
ZEMO'S OTHER
LITTLE STORM-
TROOPERS PUT
ON!

NOW --
THOSE BLAST
ARROWS WERE
WARNING
SHOTS. ARE
YOU GOING TO
SURRENDER --

-- NO. NO, I
SUPPOSE YOU
WOULDN'T.

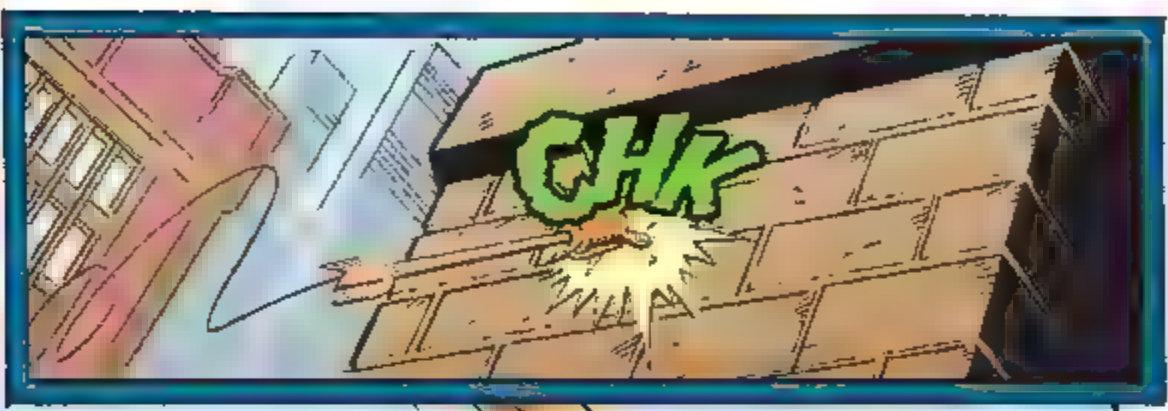
HEY!

A FALL LIKE THIS WOULD BE ENOUGH TO KILL AN ORDINARY MAN. BUT ORDINARY MEN DON'T THRIVE FOR YEARS AS MAINSTAYS OF THE AVENGERS --

-- AND EVEN AS HAWKEYE FALLS, HE'S REACHING FOR A PARTICULAR ARROW, FINDING IT BY ITS PLACE IN HIS QUIVER AND THE CODING ON ITS NOCK --

-- FINDING, DRAWING, NOCKING AND FIRING IT IN ONE SMOOTH MOTION --

-- AND IN LESS TIME THAN IT TAKES TO TELL --



-- HE'S ALREADY RECOVERED, ALREADY SWINGING FOR THE NEAREST ROOFTOP -- AND SCANNING THE SKIES FOR HIS TARGET.

YO, MOON-STAIN!

COME OUT, COME OUT, WHEREVER YOU ARE! C'MON, LET'S PLAY GOOD GUYS/BAD GUYS -- AN' I CALL DIBS ON THE WHITE HAT!

BUT METEORITE, A.K.A. MOONSTONE, A.K.A. DR. KARLA SOFEN, ISN'T ALL THAT ORDINARY HERSELF -- AND SHE'S HAD EXPERIENCE WITH AVENGERS.

SO WHILE HAWKEYE'S SCANNING THE SKIES, SHE'S GOING TO GROUND. AND WITH A MOMENT'S THOUGHT --

-- SHE'S JUST ANOTHER PASSERBY.

SORRY, HAWKEYE -- BUT I DON'T FIGHT WITHOUT A REASON.

AND THERE MAY BE NO POINT LEFT EVEN TO REGROUP AT THE PLAZA -- THIS WAS A SWEET SET-UP WHILE IT LASTED, BUT IT'S BLOWN NOW.

MAYBE IT'S TIME TO CUT AND RUN, WHILE I STILL CAN. LET THE OTHERS FACE THE MUSIC -- -- WHILE I START OVER, SOMEWHERE ELSE

MEANWHILE, IN A NARROW ALLEY TO THE WEST OF CITY HALL --

-- AN ALLEY WHOSE SHADOWED DEPTHS HAVE COME TO SEEM A REFUGE AGAINST THE CITY NOISES BEYOND ITS MOUTH...

ABE!
ABE, ARE YOU ALL RIGHT?

Y-YEAH --
YEAH, BABE,
I'M OKAY. MY
SYSTEMS ARE
COMING BACK
ON LINE JUST
F NE.

I SURE
COULD'VE
DONE WITH SOME
WARNING,
THOUGH

LISTEN TO THEM OUT
THERE. JUST AN HOUR AGO,
THEY WERE CHEERING FOR
US -- THEY LOVED US!
AND NOW --

NOW WE'RE
BACK IN THE
COLD.

NICE,
Huh?

LOOK!
THERE'S TWO
OF 'EM -- TWO OF
THOSE LYING
CREEPS!

LET'S
GET
'EM!

WH-WHAT?

AND IN A MOMENT,
THEIR ILLUSION
OF REFUGE
IS SHATTERED --

-- AND THEY'RE FLEEING
AGAIN, STAYING LOW,
STAYING IN THE ALLEYS,
IN THE SHADOWS --

WE SHOULD
HAVE LISTENED
TO THE **BLACK
WIDOW**. IF WE'D
TURNED AGAINST
ZEMO, LIKE SHE
SUGGESTED --

THERE
WASN'T TIME!
SHE TOLD US SHE
DIDN'T HAVE ANY
EVIDENCE --
NOT YET!

I THOUGHT
WE'D HAVE A
CHANCE TO
THINK -- TO MAKE
A CHOICE!

-- BUT THOUGH THEIR BODIES
ROCKET FORWARD, THEIR
MINDS LOOK BACK -- BACK
TO WHAT THEY'VE LOST...

LAST
ISSUE
-- Tom.

AND TO THE NORTH...

SHE SNAGGED THE RAINCOAT THROUGH AN OPEN WINDOW, OFF THE BACK OF A CHAIR, MAKING HER A THIEF, ON TOP OF EVERYTHING ELSE.

SHE SHOULD HAVE KNOWN, SHE TELLS HERSELF.

BARON ZEMO, MOONSTONE, GOLIATH, THE FIXER, THE BEETLE -- AND SONGBIRD MUST BE SCREAMING MIMI. SHE SHOULD HAVE KNOWN.

THEY EVEN TOLD HER THEIR FIRST NAMES!

-- SECURITY CLEARANCE IS REVOKED, OF COURSE -- AND ALL ACCESS CODES TO SECURE SYSTEMS ARE BEING CHANGED IMMEDIATELY.

WE WILL NOT REST UNTIL THESE HEINOUS CRIMINALS ARE CAPTURED AND IMPRISONED, AND MORE THAN THAT --

-- I WILL BE FERRETING OUT THOSE ON MY STAFF WHO LED ME ASTRAY -- LED ME TO TRUST THESE MONSTERS!

IN ADDITION TO THIS MORNING'S BOMBSHELL --

-- INDEPENDENT CONFIRMATION IS COMING IN, AS IN THIS FOOTAGE FROM THE THUNDERBOLTS' BATTLE WITH ARNIM ZOLA --

SONGBIRD, MOONSTONE -- LISTEN! HE'S USING ENORMOUS POWER TO ANIMATE STONE --

H-Huh?

T.BOLTS #4, AS PRACTICALLY EVERYONE NOTICED.
Torn

SHE WAS THERE. SHE SHOULD HAVE NOTICED THAT. BUT -- BUT THEY WERE SO NICE, SO HEROIC --

THE MASTERS OF EVIL ARE PERHAPS BEST KNOWN FOR THEIR VIRTUAL DESTRUCTION OF AVENGERS MANSION, BACK IN --

IT CAN'T BE TRUE, NOT -- NOT ALL OF IT.

SHE KNEW THEM. SHE LIVED WITH THEM, FOUGHT WITH THEM.

IT CAN'T BE



AND, AT FOUR FREEDOMS PLAZA...

OKAY, FOLKS -- THE NEW WARRIORS ARE HERE! WHAT'S THE SITCH?

MACH-1 AND SONGBIRD MADE IT IN JUST AS SPIDEY AND I GOT HERE -- WE DON'T KNOW IF ANYONE ELSE GOT HERE BEFORE THEM.

THE HEROES FOR HIRE ARE OFF ON A CASE, AND THE FANTASTIC FOUR APPARENTLY CAN'T BE REACHED, AS FOR THE PLAZA ITSELF --

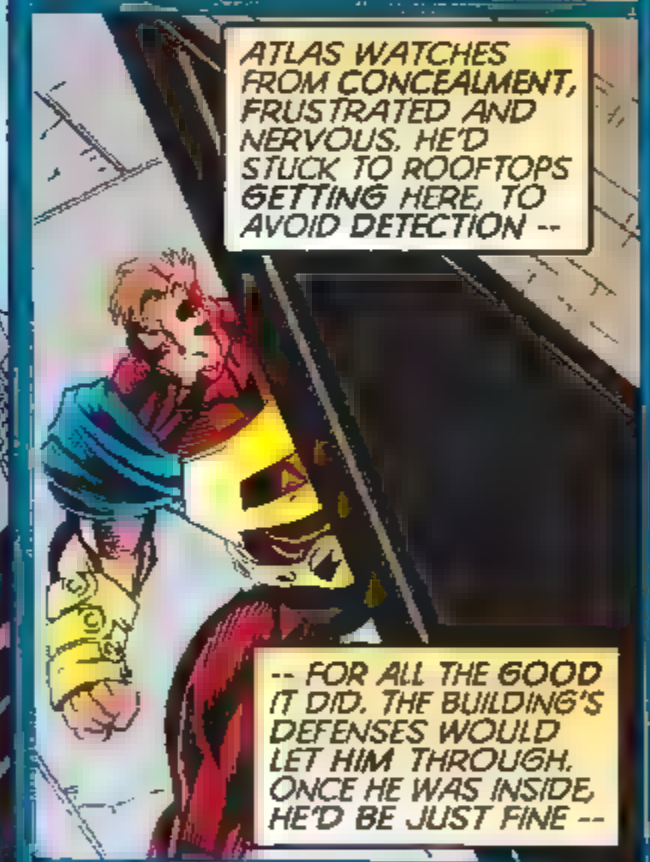
-- THE BUILDING'S AUTOMATED DEFENSES ARE KEEPING EVERYBODY WELL AWAY FROM IT!



YOW!

KOOM

I SEE WHAT YOU MEAN!



ATLAS WATCHES FROM CONCEALMENT, FRUSTRATED AND NERVOUS. HE'D STUCK TO ROOFTOPS GETTING HERE, TO AVOID DETECTION --

-- FOR ALL THE GOOD IT DID, THE BUILDING'S DEFENSES WOULD LET HIM THROUGH. ONCE HE WAS INSIDE, HE'D BE JUST FINE --



-- IF HE COULD GET PAST ALL THE SUPER HEROES, THAT IS --

WAAAAA

SHUT UP, ATLAS. AND TRY TO BE SLEEKER, WILL YOU -- YOU'RE SLOWING ME DOWN!

METEORITE --?! I'D HAVE FIGURED YOU TO BE HALFWAY TO BRAZIL BY NOW!

Huh?

YEAH, ME TOO. BUT I DECIDED I'M TOO INVESTED IN THIS TO JUST WALK AWAY -- AND THERE STILL MIGHT BE A CHANCE TO SALVAGE SOMETHING.

HEY!

WE CAN MAKE IT INTO THE DEFENSE PERIMETER BEFORE THESE FOOLS CAN REACT -- AND THEN, WELL, THEN WE'LL SEE WHAT HAPPENS!

WHA --?

THEY HAVEN'T CHANGED THE CODES. THAT GETS HER INTO THE ELEVATOR SHAFT.

SHE'S NOT JUST GOING TO GET ARRESTED, GO TO JAIL, AND LEAVE IT AT THAT.

AT THAT MOMENT, BELOW THE STREET...



...JOLT SHORTS OUT THE MAGNETIC LOCK ON THE SEWER ENTRANCE TO THE PLAZA SUB-BASEMENTS.



SHE'S HAD SOME TIME TO THINK, NOW. TO WORK THINGS OUT.



THERE'S GOT TO BE SOMETHING SHE CAN DO. SOMETHING SHE CAN FIND OUT, SOME WAY SHE CAN FIX THIS.

MAYBE SHE'S KIDDING HERSELF -- MAYBE ALL SHE CAN DO IS GET HERSELF KILLED --

-- BUT UNDER THE CIRCUMSTANCES, IT'S WORTH A TRY. AND IT SURE BEATS THE HECK OUT OF GIVING UP.

CITY ENGINEERS ARE WORKING ON THE EXTERIOR ACCESS TO THE BUILDING'S SYSTEMS ALREADY. THEY'RE NOT HAVING MUCH LUCK --

-- BUT THEY'LL GET THERE. WE'VE GOT LESS THAN FIFTEEN MINUTES BEFORE THEY GAIN CONTROL OF OUR DEFENSES, AND SHUT US DOWN.

Oh, FABULOUS.

WHAT I WANT TO KNOW IS, WHO EXPOSED US? WHO FIGURED IT OUT?

-- AN' I'D SURE LIKE TO GET MY HANDS ON WHO EVER MESS'D UP THINGS FOR US -- FOR ALL OF US!

IT WAS THE BLACK WIDOW. IT HAS TO HAVE BEEN -- SHE ALL BUT PROMISED TO DO IT A FEW DAYS AGO!

THE BLACK WIDOW? MACH-1, WHAT ARE YOU TALKING AB--

RELAX, METEORITE. THE BLACK WIDOW IS THE LEAST OF YOUR CONCERNS, AT THE MOMENT.

IN ANY CASE, IT WASN'T SHE WHO ENDED OUR LITTLE PERFORMANCE --

I'D LIKE TO KNOW THAT, TOO. DALLAS AN' I, WE -- WELL, I JUST KEEP REMEMBERIN' THE LOOK ON HER FACE --



-- IT WAS I!

AND I MUST SAY, IT FEELS GOOD TO CAST OFF THAT ANNOYINGLY-IDEALISTIC FACADE -- AND RETURN TO MY TRUE SELF!

ZEMO? BUT -- BUT WHY --

BECAUSE I KNEW, BEETLE. I AM ZEMO -- DID YOU THINK ANY OF WHAT HAS BEEN GOING ON IN YOUR TINY MINDS HAS ESCAPED MY NOTICE?

I AM ZEMO. I MISS NOTHING.

YOU WERE THINKING OF ABANDONING THE PLAN -- OF PLAYING THE ROLE OF HEROES FOREVER, SINCE YOU'VE ENJOYED IT SO MUCH.

AND MOONSTONE WAS NUDGING YOU ALL ALONG TOWARD THAT DECISION, TO SATISFY HER OWN AMBITIONS. DID YOU TRULY THINK I DIDN'T KNOW?

I LET IT HAPPEN -- I LET YOU PLAY YOUR GAMES!

AFTER ALL, IT KEPT YOU OCCUPIED -- AND I KNEW IT WOULD GO NOWHERE. YOU WOULD DITHER AND FRET AND HOPE AND PLAN --

-- AND I, WHEN THE TIME WAS RIGHT, WOULD CLOSE THAT DOOR BEFORE YOU COULD GO THROUGH IT -- AS, INDEED, I HAVE.



YOU
COULD HAVE
WARNED
US!

WE COULD HAVE BEEN
CAPTURED -- ANY OF
US! WE COULD HAVE
BEEN KILLED!

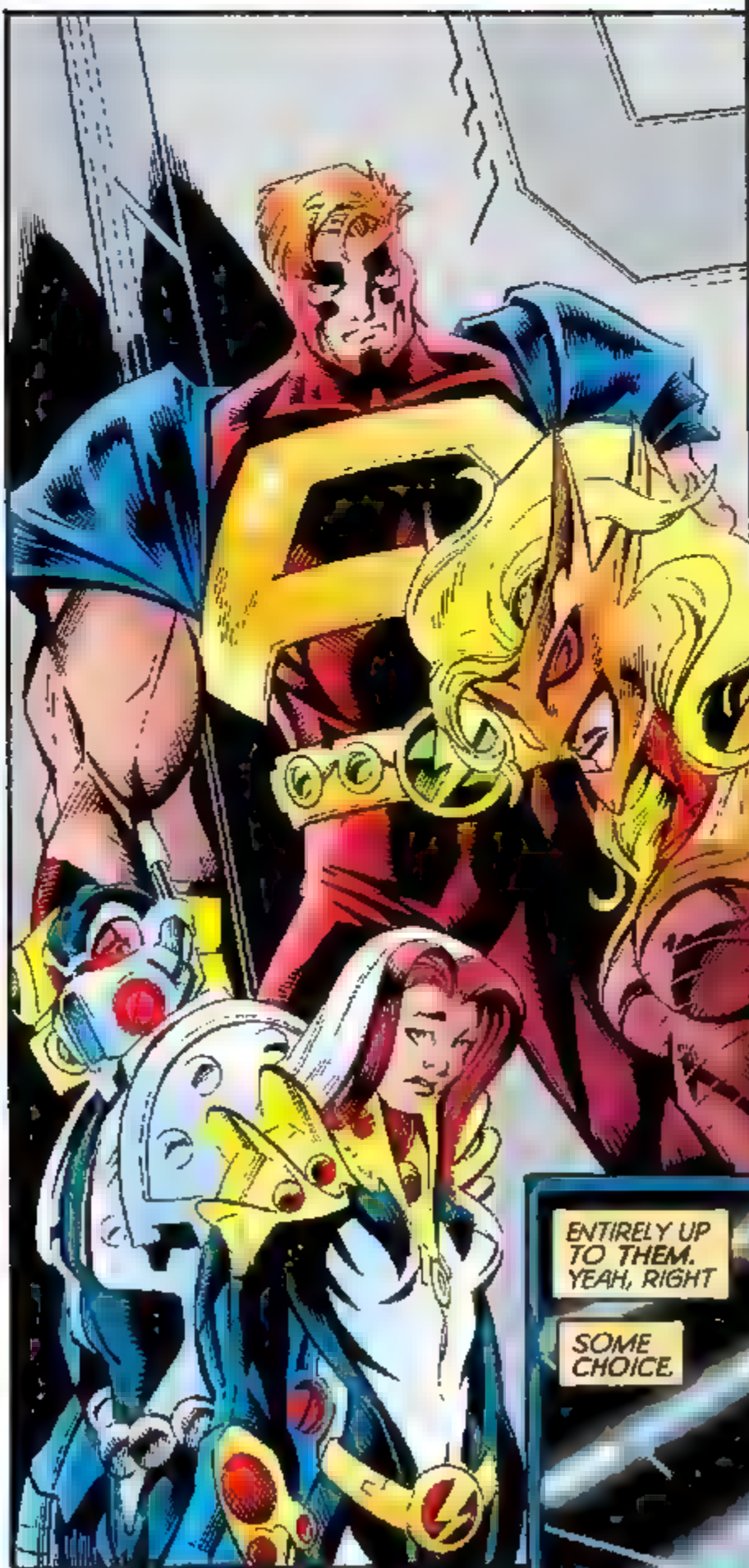
YES, GOLIATH --
YOU COULD HAVE
BEEN. I DEEMED IT A
NECESSARY STEP --
A WAY OF CLEARLY
DEMONSTRATING
YOUR SITUATION.

AFTER ALL, YOU KNOW WHERE
YOU STAND NOW -- YOU
KNOW YOUR OPTIONS. YOU
CAN RETURN TO YOUR
ADORING PUBLIC, IF
YOU LIKE --

-- AND
BE TORN
LIMB FROM
LIMB.

YOU CAN BECOME
INDEPENDENT SUPER-
VILLAINS ONCE MORE --
AND SEE WHAT KIND
OF RECEPTION THE
UNDERWORLD WILL
GIVE YOU --

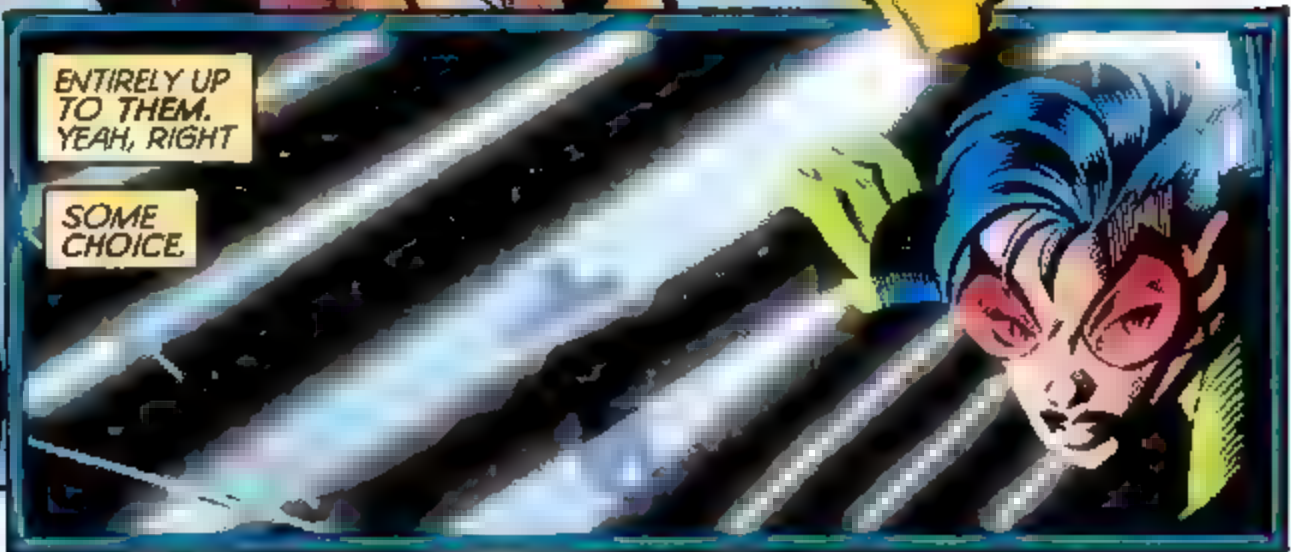
-- NOW
THAT THEY
KNOW WHAT
YOU'VE DONE
TO THEM.

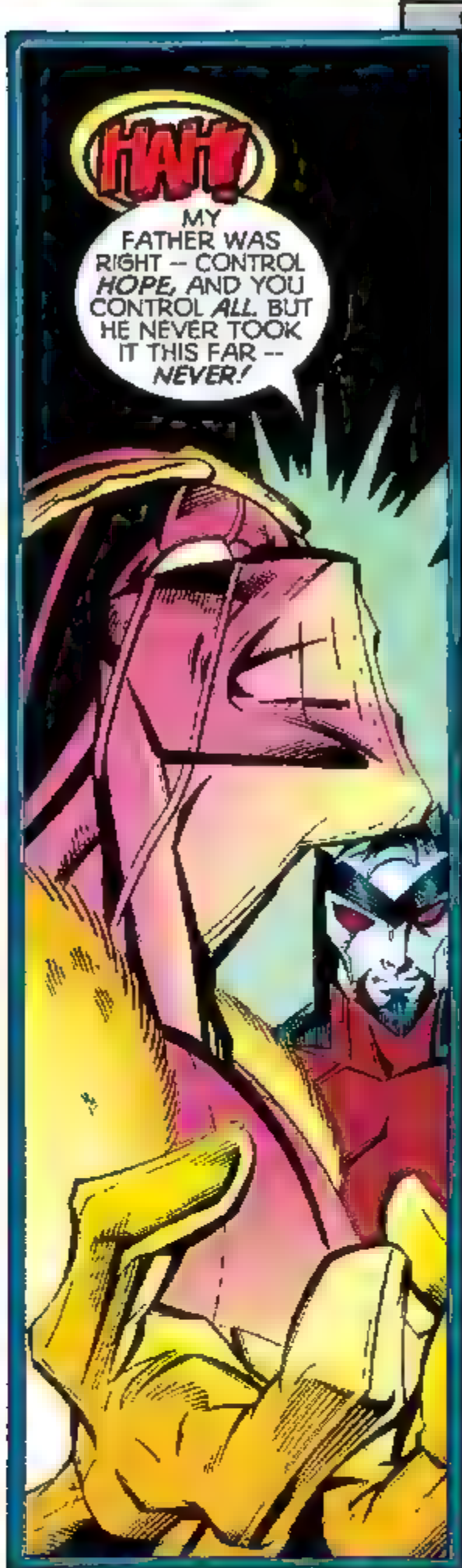


OR
YOU CAN
STAY WITH
ME.
IT'S
ENTIRELY
UP TO
YOU.

ENTIRELY UP
TO THEM.
YEAH, RIGHT

SOME
CHOICE





HAT!

MY FATHER WAS RIGHT -- CONTROL *HOPE*, AND YOU CONTROL *ALL*. BUT HE NEVER TOOK IT THIS FAR -- *NEVER!*



ENOUGH SELF-CONGRATULATION, THOUGH. WE HAVE WORK TO DO.

COME ALONG, MY NEWLY-FAITHFUL FOLLOWERS. THE CITY ENGINEERS ARE DOUBTLESS ABOUT TO SHUT DOWN OUR *EMERGENCY-GENERATORS* --

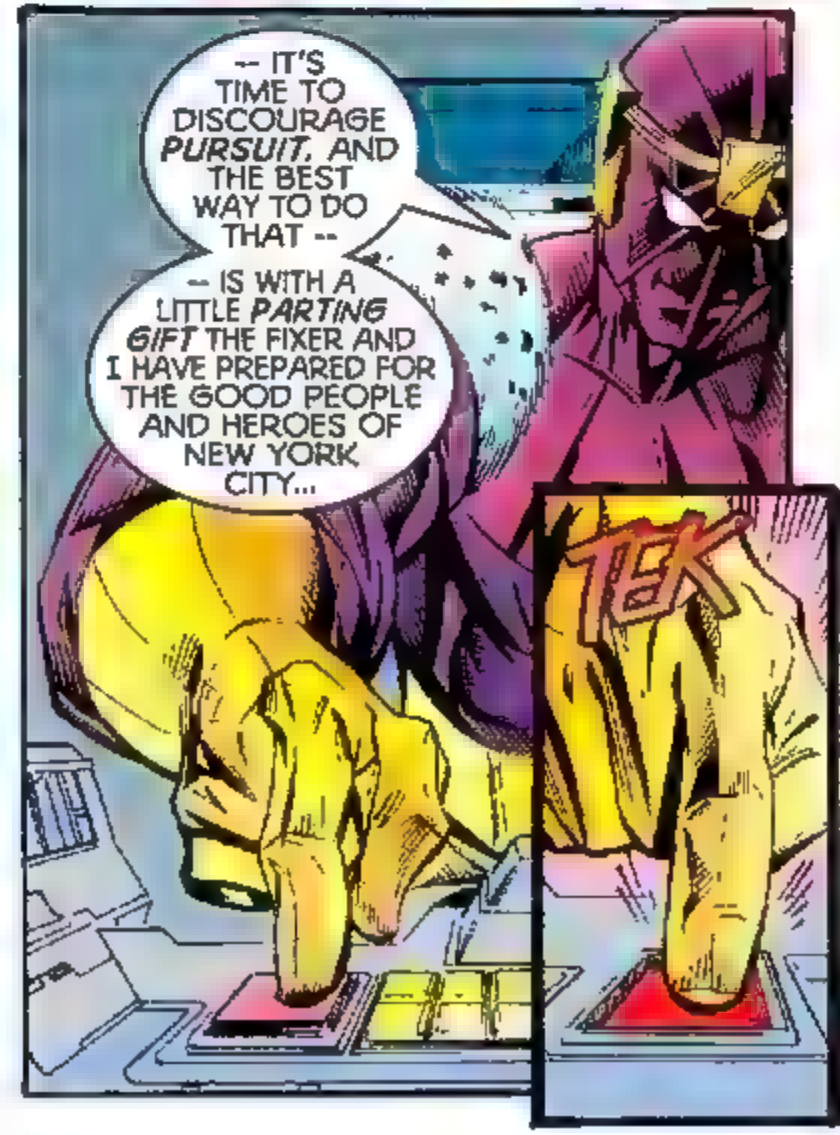


"-- SO IT *BEHOOVES* US TO TAKE OUR *LEAVE*."



WHERE -- WHERE ARE WE GOING?

YOU'LL SEE SOON ENOUGH, SCREAMING MIMI! BUT AT THE MOMENT --



-- IT'S TIME TO DISCOURAGE PURSUIT, AND THE BEST WAY TO DO THAT --

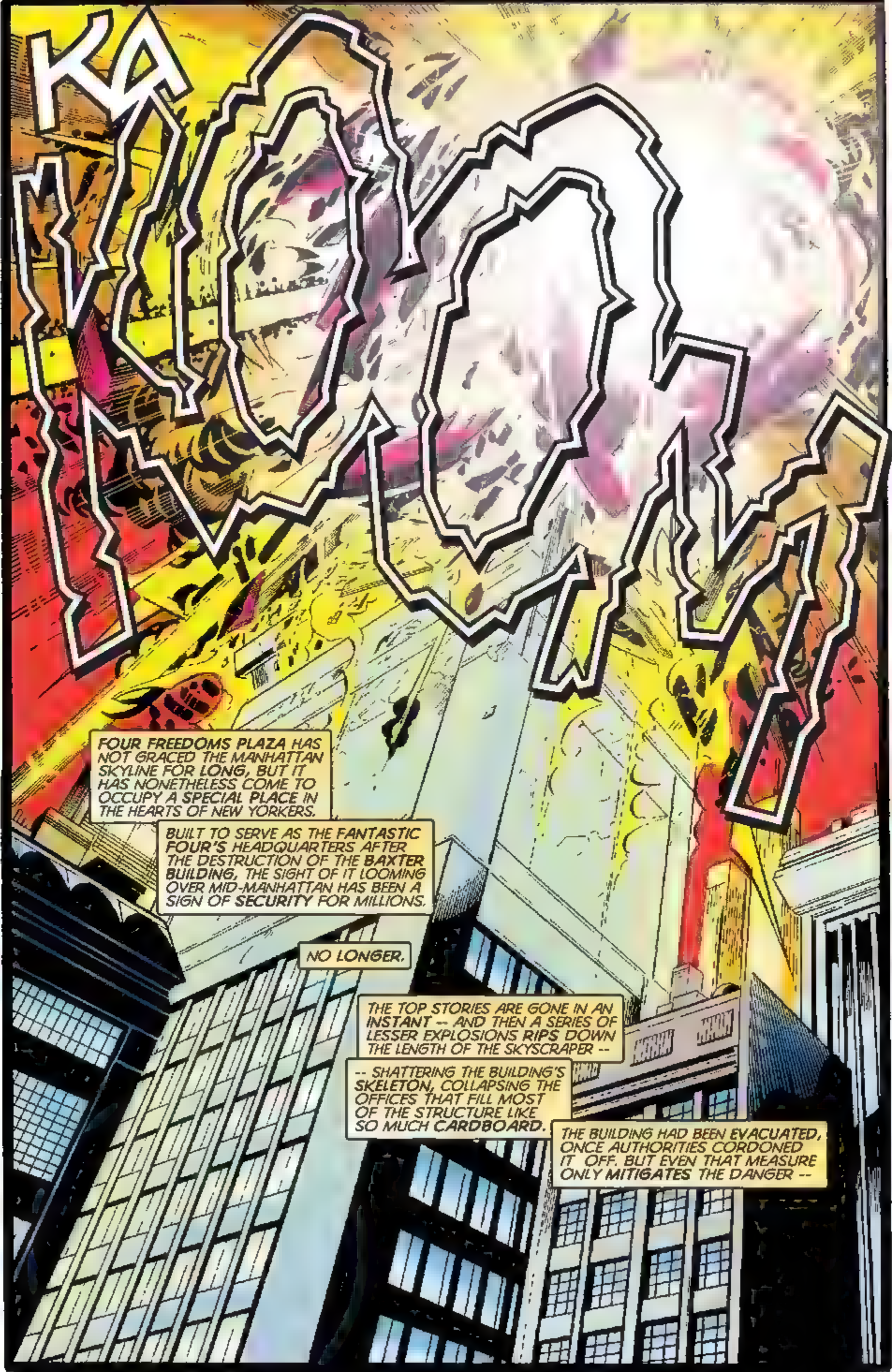
-- IS WITH A LITTLE PARTING GIFT THE FIXER AND I HAVE PREPARED FOR THE GOOD PEOPLE AND HEROES OF NEW YORK CITY...



TEK



HEY -- THEY'RE MAKIN' A BREAK FOR IT!



FOUR FREEDOMS PLAZA HAS NOT GRACED THE MANHATTAN SKYLINE FOR LONG, BUT IT HAS NONETHELESS COME TO OCCUPY A SPECIAL PLACE IN THE HEARTS OF NEW YORKERS.

BUILT TO SERVE AS THE FANTASTIC FOUR'S HEADQUARTERS AFTER THE DESTRUCTION OF THE BAXTER BUILDING, THE SIGHT OF IT LOOMING OVER MID-MANHATTAN HAS BEEN A SIGN OF SECURITY FOR MILLIONS.

NO LONGER.

THE TOP STORIES ARE GONE IN AN INSTANT -- AND THEN A SERIES OF LESSER EXPLOSIONS RIPS DOWN THE LENGTH OF THE SKYSCRAPER --

-- SHATTERING THE BUILDING'S SKELETON, COLLAPSING THE OFFICES THAT FILL MOST OF THE STRUCTURE LIKE SO MUCH CARDBOARD.

THE BUILDING HAD BEEN EVACUATED, ONCE AUTHORITIES CORDONED IT OFF. BUT EVEN THAT MEASURE ONLY MITIGATES THE DANGER --



-- IT DOESN'T
ELIMINATE IT.

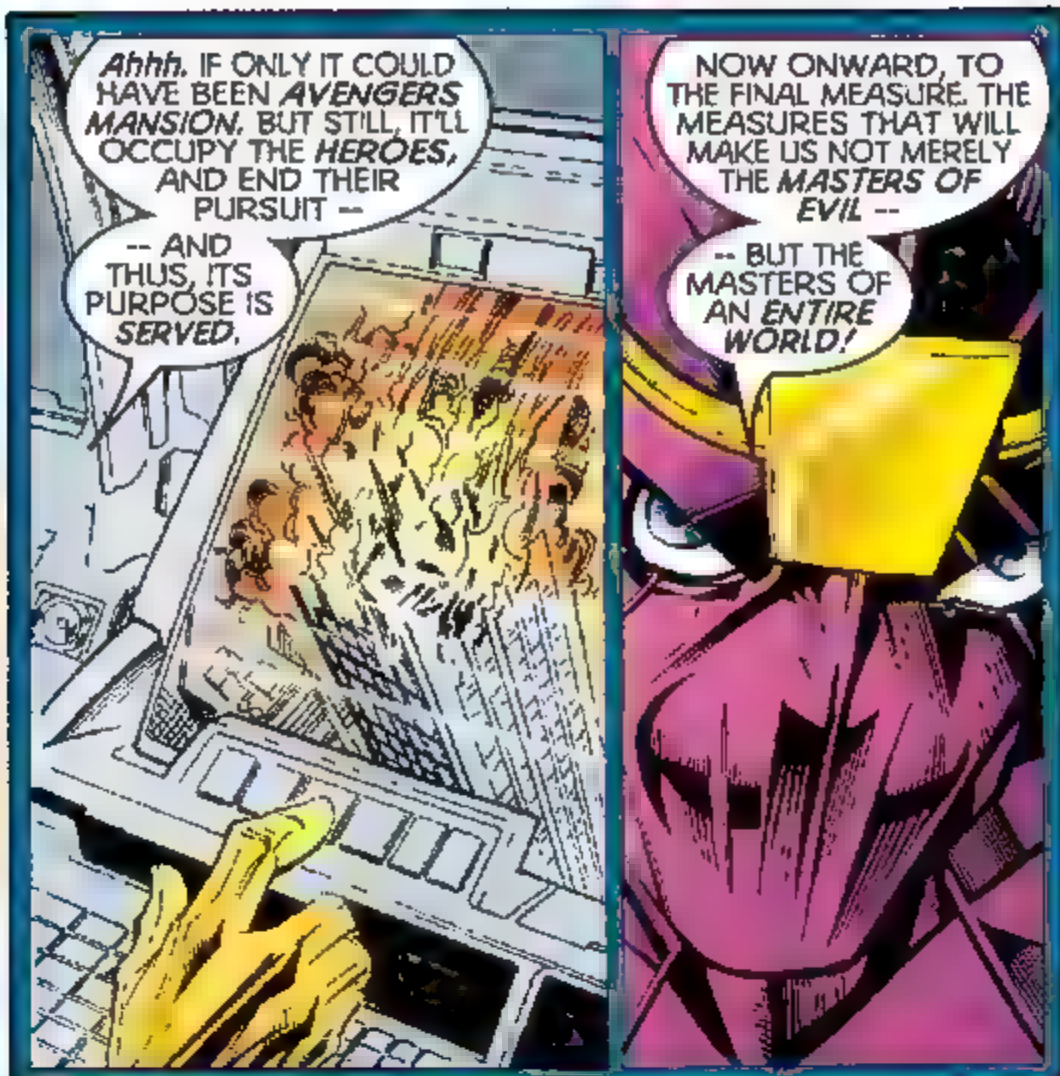
JUSTICE --
THE WRECKAGE!
I CAN'T BLAST
IT ALL!

I'VE GOT
IT, FIRESTAR!
AND NOVA AND
TURBO CAN
HANDLE THE
REST --

-- WHILE
SPIDEY AND
DAREDEVIL GET
BYSTANDERS
OUT OF THE
WAY!

THE
PLAZA!

THOSE
RATS -- THEY
BLEW UP FOUR
FREEDOMS
PLAZA!

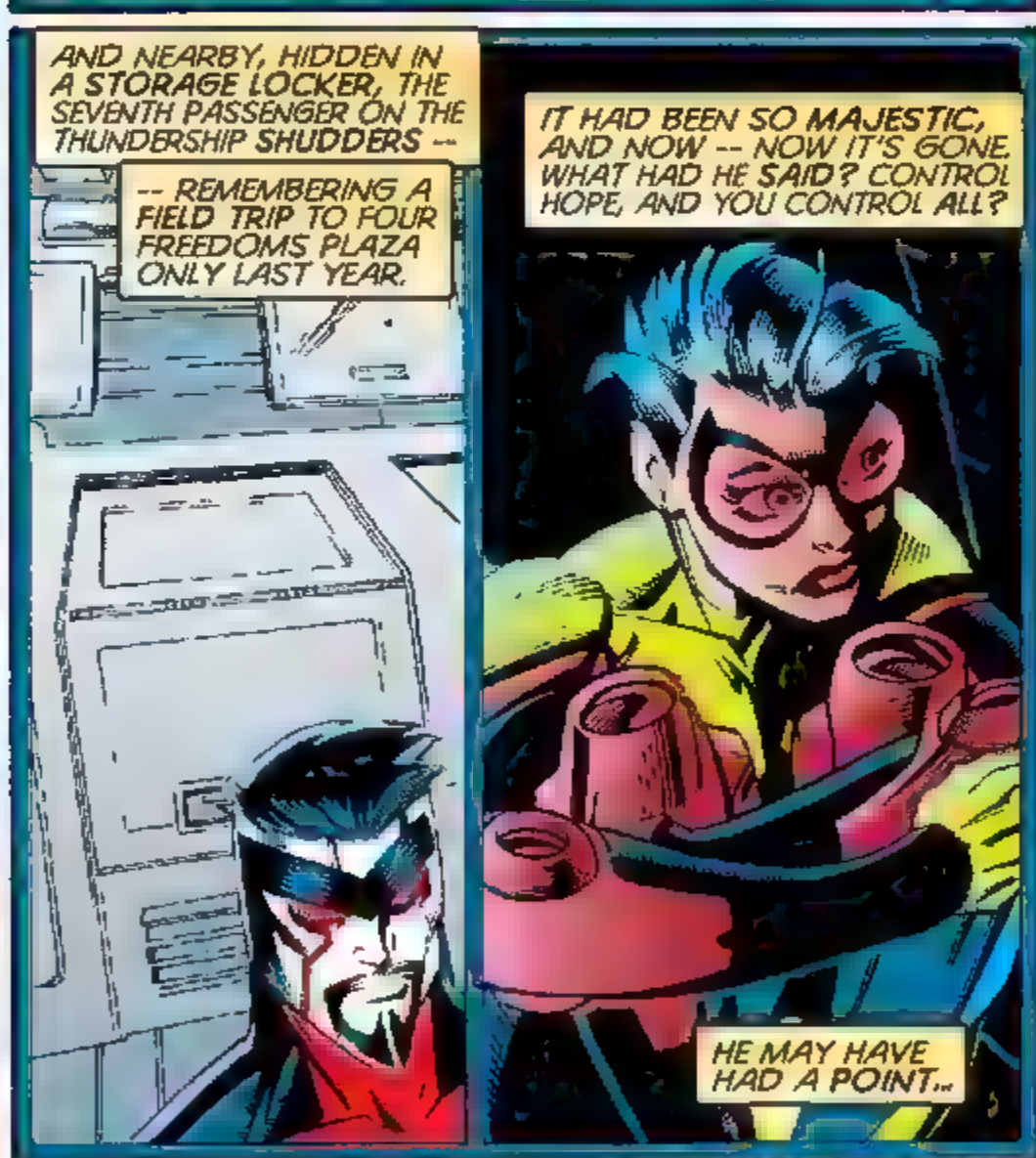


Ahhh. IF ONLY IT COULD
HAVE BEEN AVENGERS
MANSION. BUT STILL, IT'LL
OCCUPY THE HEROES,
AND END THEIR
PURSUIT --

-- AND
THUS, ITS
PURPOSE IS
SERVED.

NOW ONWARD, TO
THE FINAL MEASURE. THE
MEASURES THAT WILL
MAKE US NOT MERELY
THE MASTERS OF
EVIL --

-- BUT THE
MASTERS OF
AN ENTIRE
WORLD!



AND NEARBY, HIDDEN IN
A STORAGE LOCKER, THE
SEVENTH PASSENGER ON THE
THUNDERSHIP SHUDDERS --

-- REMEMBERING A
FIELD TRIP TO FOUR
FREEDOMS PLAZA
ONLY LAST YEAR.

IT HAD BEEN SO MAJESTIC,
AND NOW -- NOW IT'S GONE.
WHAT HAD HE SAID? CONTROL
HOPE, AND YOU CONTROL ALL?

HE MAY HAVE
HAD A POINT...

NEXT:
THE PLAN...
AT LAST.

MARVEL
COMICS



JAN
#11

APPROVED BY THE
COMICS
CODE
AUTHORITY

JUSTICE LIKE LIGHTNING

THUNDERBOLTS



BAGLEY

VR '97

ZEMO TRIUMPHANT!

BUSIEK • BAGLEY • RUSSELL

LIBERTAD, CAPITOL OF THE TINY CENTRAL AMERICAN NATION OF SANTO RICO.

THIS CITY SQUARE HAS KNOWN PEACE FOR YEARS -- SINCE GIANT-MAN AND THE WASP DEPOSED THE BRUTAL EL TORO --

-- SO IT'S ALL THE MORE SHOCKING FOR THE SANTO RICANS TO SEE IT ONCE MORE FILLED WITH TANKS AND ARMED MEN --

-- AS A MILITARY JUNTA FORCES THEIR PRESIDENT TO SURRENDER THE COUNTRY TO ITS CONTROL.

THE COUP CAME SWIFTLY, RUTHLESSLY, AND WITHOUT WARNING -- AND ITS MADNESS IS NOT CONFINED TO SANTO RICO.

ALL AROUND THE WORLD, THE SCENARIO REPEATS ITSELF --

-- FROM CAIRO --

BRATTA
<SWIFTLY, MY COMPATRIOTS! SECURE THE TOWN!>

Back in TALES TO ASTONISH #4
-- Archival Tom

-- TO OSLO --

<THERE IS NO REASON TO BE CONCERNED, CITIZENS! WE HAVE TAKEN COMMAND OF THE NATION, BUT NO ONE WILL BE HARMED IF THEY OBEY!>

<ORDER WILL BE SWIFTLY RESTORED!>

-- TO BOOTH CITY, NEVADA --

THIS IS INSANE! THIS IS THE UNITED STATES -- YOU'RE AMERICAN SOLDIERS!

YOU CAN'T DO THIS!

SILENCE! YOU WILL ACCEDE TO OUR DEMANDS IMMEDIATELY -- OR YOU WILL BE SHOT!



A-AND WHAT ARE YOUR DEMANDS?

NOTHING LESS THAN TOTAL SURRENDER -- SURRENDER TO THE RULE OF ZEMO!

AVENGERS MANSION, ON FIFTH AVENUE IN MANHATTAN.

ANY WORD, REED?

NOTHING YET, CAPTAIN AMERICA. APPARENTLY, ZEMO'S TAKEN CONTROL OF CONSIDERABLE NUMBERS OF MILITARY PERSONNEL AROUND THE WORLD --

-- BUT WE HAVE NO IDEA HOW HE DID IT, OR EVEN WHERE HE IS.

HE CAN'T HAVE SIMPLY DISAPPEARED--!

BELIEVE ME, CAP -- IF WE KNEW WHERE THE CREEP WUZ, WE'D BE ALL OVER 'IM, AN' YOU'D BE INVITED TA THE PARTY! BUT HIM AN' HIS CREEP TEAM-MATES, BLEW UP OUR BUILDING -- BLEW UP FOUR FREEDOMS PLAZA® --



-- AN' NOBODY'S SEEN HIDE NOR HAIR OF 'EM IN THE WEEKS SINCE!

LAST ISSUE TONI



VERILY, IT DOOTH DEFY UNDERSTANDING!

YOU SAID IT, THOR. WHY, THERE ARE TROOPS -- AMERICANS -- MARCHING ON NEW YORK CITY EVEN AS WE SPEAK!

GOOD THING NOT EVERY-ONE'S AFFECTED -- THE NATIONAL GUARD'S FORTIFYING THE CITY EVEN NOW. BUT IF WE CAN'T STOP THIS --

WE'LL STOP IT, IRON MAN. WE'LL STOP IT.

I KNOW YOU'LL MAKE EVERY EFFORT, REED -- AND THAT YOU, BEN AND THE REST OF THE FANTASTIC FOUR STAND READY TO ACT.

WE AVENGERS DON'T HAVE A SETTLED ROSTER YET, BUT WE'VE GOT AN AD HOC TEAM ASSEMBLED AND READY TO GO --

This story takes place between AVENGERS #3 and #4 -- Toni.



THE HIGH GROUND

By KURT BUSIEK
& MARK BAGLEY

VINCE
RUSSELL

JOE & CONNOR
DAVE LANPHEAR

JOE
ROSAS

TOM
BREVOORT

BOB
HARRAS



"-- THE SECOND
WE GET A LINE ON
WHERE ZEMO IS!"

THE
MASTERS
OF EVIL?

THE
MASTERS
OF EVIL.

THE
MASTERS
OF EVIL!

THE SATELLITE, AT THIS
MOMENT HIGH ABOVE THE
GALAPAGOS ISLANDS, IS
A FORMER ADVANCED
IDEAS MECHANICS
INSTALLATION --

-- ABANDONED AND
FORGOTTEN AFTER
ONE OF A.I.M.'S
MANY SETBACKS
AT THE HANDS OF
EARTH'S HEROES.

THE YOUNG WOMAN
MUTTERING UNDER
HER BREATH, ON
THE OTHER HAND --

-- IS HALLIE TAKAHAMA,
ALSO KNOWN AS JOLT.
NOT LONG AGO, SHE WAS
ONE OF EARTH'S MOST
FAMOUS HEROES, AS ONE
OF THE THUNDERBOLTS.

THE
MASTERS
OF EVIL...

TODAY, SHE'S AN
INTERNATIONALLY-
WANTED FUGITIVE.

WHEN SHE JOINED THE TEAM, SHE DIDN'T KNOW THEY WERE SECRETLY THE ELITE CADRE SUPER-VILLAINS KNOWN AS THE **MASTERS OF EVIL** -- POSING AS HEROES TO WORM THEIR WAY PAST THE WORLD'S DEFENSES.

BUT THAT WAS BEFORE THEY DROPPED THE CHARADE -- BEFORE SHE STOWED AWAY ON THEIR ESCAPE CRAFT--

-- AND NOW SHE WATCHES THEM --
SONGBIRD, MACH-1, METEORITE --
ONCE HER CLOSEST FRIENDS --

WHAT'S
WRONG,
ABE? YOU'RE
PACING LIKE
A CAT!

I DON'T LIKE THIS, BABE.
I DON'T LIKE THE WAITING,
I DON'T LIKE IT-- I JUST
DON'T LIKE IT, THAT'S ALL!
WE WERE FINE THE WAY
WE WERE!

LOOK, DON'T CALL ME
THAT, OKAY? AND YEAH,
MAYBE I'LL BE IN CHARGE,
AND PEOPLE WILL FEAR
ME, AND BOW TO
ME, AND ALL.

BUT, WELL,
I GUESS I LIKED
IT BETTER -- WHEN
THEY JUST LIKED
ME.

THERE'S AN EDGE TO MOONSTONE'S
HONEYED VOICE, AND JOLT WONDERS
-- IS SHE REASSURING MACH-1, OR
MAKING HIM REALIZE HIS MISTAKE?

TIME ENOUGH TO
THINK ABOUT THAT
LATER, THOUGH.
RIGHT NOW...

YOU DON'T
LIKE WHAT, BEETLE?
DON'T LIKE THE FACT
THAT IF ZEMO
SUCCEEDS, YOU'LL
BE ONE OF THE
MASTERS OF THE
WORLD?

-- AND KNOWS THEM FOR WHO THEY
REALLY ARE: SCREAMING MIMI,
THE BEETLE AND MOONSTONE, IT'S
TRUE, SHE REMINDS HERSELF, IT'S TRUE.

Last Issue
Tom

...SHE'D BETTER
CHECK ON ZEMO.

INCOMING
DATA, BARON --
AND SINCE I'M
MERGED WITH
THE STATION
COMPUTERS,
I'M RECEIVING IT
CYBERNETICALLY.
CONVENIENT, EH?

YOUR
CROWING OVER
YOUR NEW ROBOTIC
BODY IS RAPIDLY
GROWING TIRESOME,
FIXER. WHAT'S THE
NEWS?

ANOTHER FOUR
NATIONS FALLEN --
MAKING A TOTAL
OF THIRTY-SIX,
SO FAR.

EXCELLENT,
FIXER --
EXCELLENT!

AND HAD
WE STUCK TO
OUR ORIGINAL PLAN --
TO PLANT A CONTROL
VIRUS IN THE WORLD'S
MILITARY COMPUTER
SYSTEMS ONCE WE GAINED
ACCESS AS THE
THUNDERBOLTS -- WE'D
BE NOWHERE NEAR
THIS FAR ALONG!

BUT INSTEAD,
WE PLANTED A
RECOGNITION CODE --
ALLOWING US ACCESS
EVEN AFTER THEY
SUPPOSEDLY SHUT
US OUT --

-- AND
THANKS TO OUR
FORESIGHT IN
DUPLICATING THE
PLANS FOR THE
BIO-MODEM, WE'RE
ABLE TO DO FAR,
FAR MORE!

AH, THAT'D BE MY
FORESIGHT, BARON.
I'M THE ONE WHO
COPIED THE DATA ON
THE BIO-MODEM.

Used to control the T-Bolts
in SPIDER-MAN TEAM-UP #7 - Tom

YES, YES,
HOWEVER
IT HAPPENED.
THE IMPORTANT
THING IS, WE
DID IT.

Ah, TO
HAVE SEEN
THEIR
FACES --

"-- NOT KNOWING THE BIO-MODEM SIGNAL WAS
BEING PIPED INTO THEIR SYSTEMS -- RECONFIGURING
THEIR PROGRAMMING, THEIR HARDWARE --

"-- ALTERING
THE ELECTRON
GUNS IN THEIR
MONITORS --

"-- AND TAKING
THEIR MINDS IN
AN INSTANT'S
EXPOSURE!

"AND THE FIRST TO BE TAKEN BECAME
OUR SPIES, OUR SABOTEURS --"

SIR? IT'S THE
COMPUTERS,
SIR --

-- I THINK
YOU BETTER
SEE THIS FOR
YOURSELVES.

"-- AND THE REST FELL
LIKE DOMINOES. JUST
LIKE DOMINOES."

HAPPY TO BE
OF SERVICE,
BARON.

BUT SAY -- WOULD
YOU LIKE TO SPEAK TO
YOUR SUBJECTS?
I'VE BEEN MONITORING
TELECOMMUNICATIONS,
BUT I COULD BREAK IN...

I -- YES,
FIXER. I THINK I'D
LIKE THAT. SEE TO
IT, IF YOU
WOULD.

NO PROBLEM, BARON. BUT MAKE IT "TECHNO," OKAY? THE NAME JUST SEEMS TO GO WITH THE NEW BODY, AFTER ALL --

-- AND WHEN THE BODY CAN FORM A STATE-OF-THE-ART-VIDEO CAMERA, SIMPLY BECAUSE I ABSORBED THE SCHEMATICS TO --

YES, YES, TECHNO. VERY IMPRESSIVE. JUST GET ON WITH IT, WOULD YOU?

TECHNO SMILES, AND INCLINES HIS HEAD IN AN ACCOMMODATING NOD, AND THE MOMENT HE DOES, ALL AROUND THE PLANET --

PEOPLE OF EARTH, GREETINGS. I AM HELMUT, THIRTEENTH BARON ZEMO -- OR, MORE ACCURATELY, I AM ZEMO, FIRST EMPEROR OF THE WORLD!

MY TROOPS ARE ADVANCING THROUGH VIRTUALLY EVERY PART OF THE GLOBE, AND THEY CANNOT -- THEY WILL NOT -- BE CHECKED.

MOM, WHAT --

BILLY, SHH!

<YOUR LEADERS WILL TALK OF RESISTANCE, OF STANDING FIRM, BUT THEY KNOW, AS YOU DO, THAT THEY ARE MERELY DELAYING THE INEVITABLE --

<-- AND THAT THEY ARE BUYING TIME AT THE COST OF YOUR LIVES.>

QUE?

TELL THEM TO CAPITULATE -- THAT IF THEY SURRENDER NOW, I WILL BE MERCIFUL, AND PEACE CAN REIGN ONCE MORE. BUT IF YOU RESIST --

-- I WILL CRUSH YOU INTO THE DIRT, AND BUILD MY EMPIRE ON THE RUBBLE. THE CHOICE IS YOURS. THAT IS ALL.

IN RESPONSE, THE NATIONAL GUARDSMEN IN TIMES SQUARE CLENCH THEIR JAWS HARDER AND AWAIT THE COMING BATTLE --

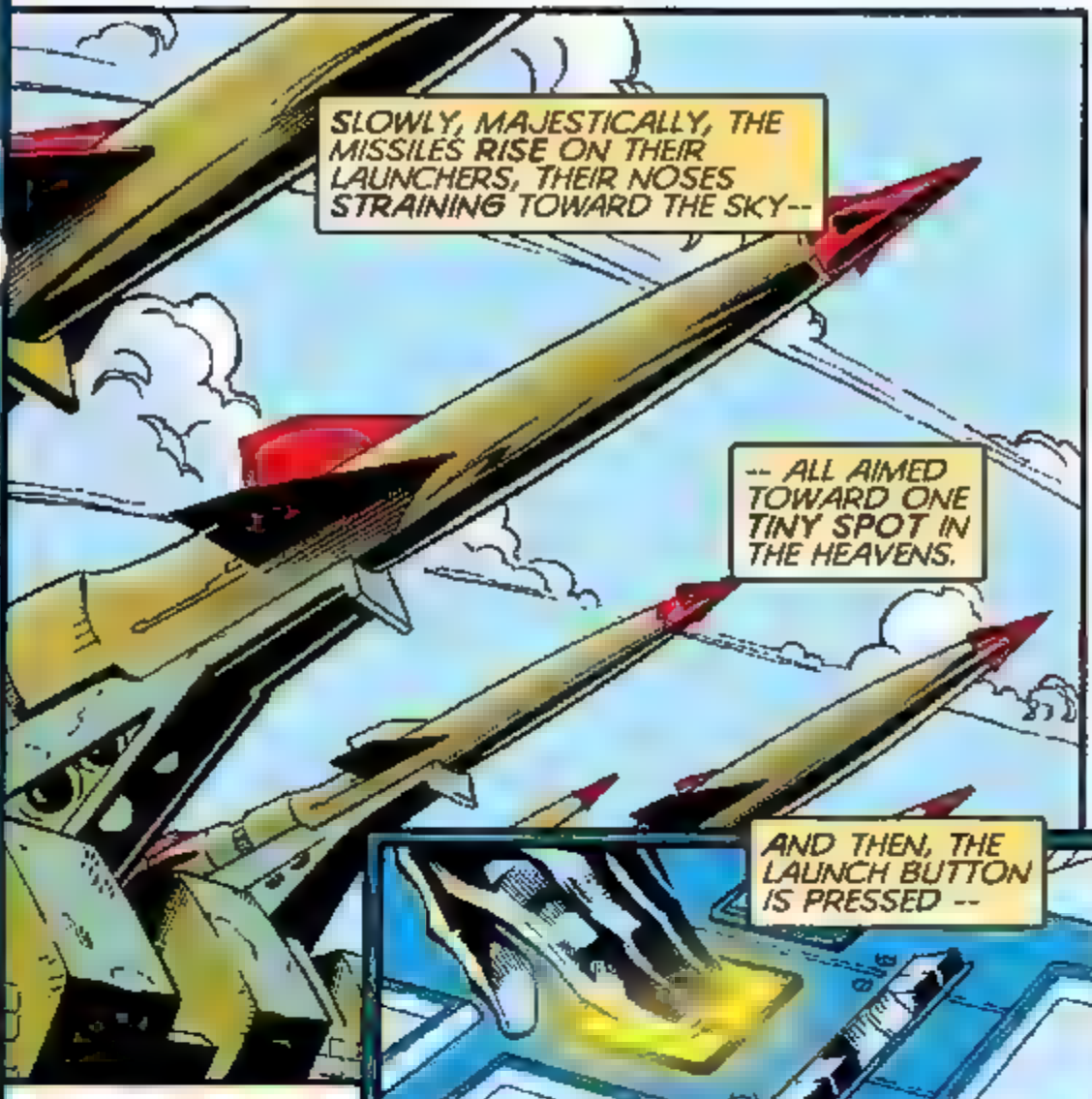
-- BUT THAT IS NOT THE ONLY REACTION. IN THE BALKAN NATION OF CARNELIA, NESTLED IN AMONG THE CARPATHIAN ALPS...

<WE MUST STRIKE BACK WHILE WE ARE STILL FREE! FIRE OUR MISSILES AT THE SOURCE OF THIS MADMAN'S BROADCAST SIGNAL!>



<BUT, MY PREMIER -- WE CANNOT LOCK ON TO THE SIGNAL! IT COMES FROM ORBIT, BUT-->
<-- BUT IT KEEPS SHIFTING -- DEFYING OUR ABILITY TO TRACK IT!>

<I DO NOT CARE, GENERAL! GUESS, IF YOU HAVE TO! GUESS -->
<-- BUT FIRE THOSE MISSILES!>

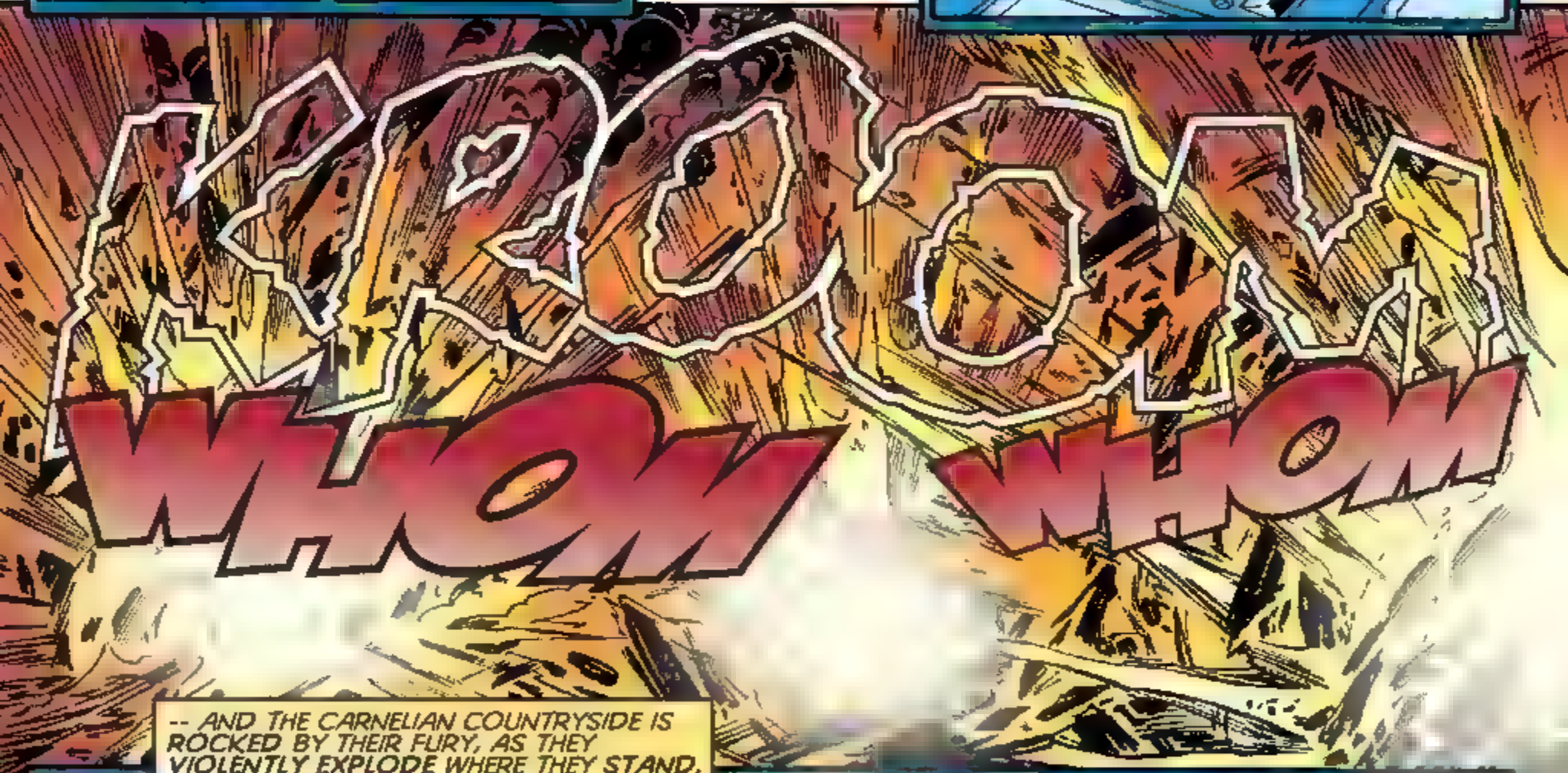


SLOWLY, MAJESTICALLY, THE MISSILES RISE ON THEIR LAUNCHERS, THEIR NOSES STRAINING TOWARD THE SKY--

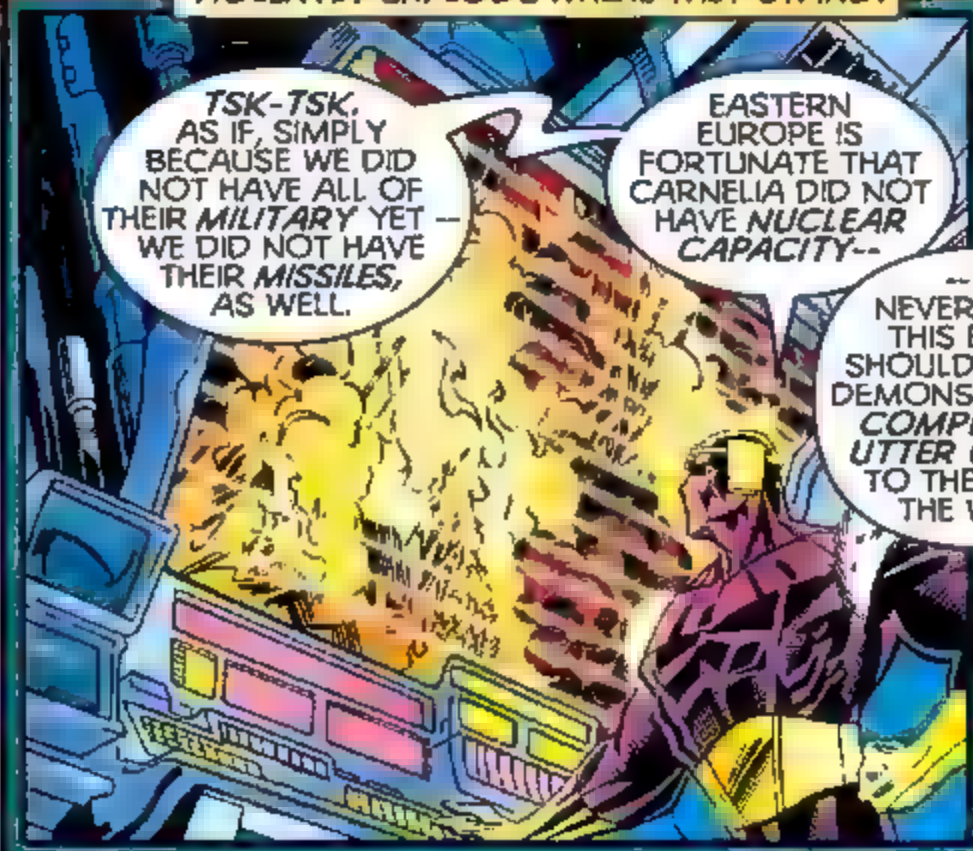
-- ALL AIMED TOWARD ONE TINY SPOT IN THE HEAVENS.



AND THEN, THE LAUNCH BUTTON IS PRESSED --



-- AND THE CARNELIAN COUNTRYSIDE IS ROCKED BY THEIR FURY, AS THEY VIOLENTLY EXPLODE WHERE THEY STAND.



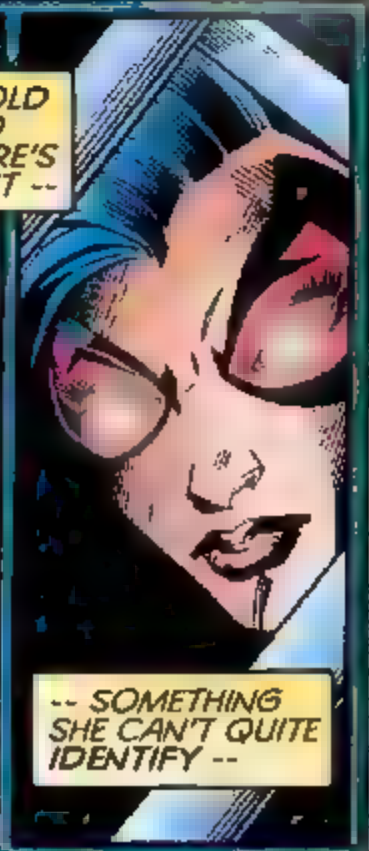
TSK-TSK, AS IF, SIMPLY BECAUSE WE DID NOT HAVE ALL OF THEIR MILITARY YET -- WE DID NOT HAVE THEIR MISSILES, AS WELL.

EASTERN EUROPE IS FORTUNATE THAT CARNELIA DID NOT HAVE NUCLEAR CAPACITY--

-- BUT NEVERTHELESS, THIS EPISODE SHOULD SERVE TO DEMONSTRATE OUR COMPLETE AND UTTER CONTROL TO THE REST OF THE WORLD.



HIS VOICE IS COLD AND BRISK AND HARD, BUT THERE'S SOMETHING IN IT --



-- SOMETHING SHE CAN'T QUITE IDENTIFY --

EVERYONE'LL THINK TWICE ABOUT LAUNCHING ANOTHER ATTACK -- EVEN IF THEY COULD FIND US.

BUT HEY, HOW'D YOU LIKE THE INSTANT TRANSLATION I DID WITH THE AUDIO TRANSMISSION? EVERY COUNTRY HEARD YOU IN THEIR OWN LANGUAGE.

ALL PART OF THE --

YES, YES, YOUR NEW BODY IS MOST VERSATILE, TECHNO -- THERE IS NO END TO ITS CAPACITIES. IS THAT WHAT YOU WISH TO HEAR?

IT'LL DO. BUT I'VE GOT A QUESTION: WHY NOT JUST CONTROL EVERYONE WITH THE BIO-MODEM? WE COULD DO IT...

YES, BUT WHERE IS THE SATISFACTION IN RULING A PLANET OF AUTOMATONS, HMM? BETTER TO BREAK THEIR SPIRITS THAN ENSLAVE THEIR MINDS.

BETTER IF THEY KNOW THEY HAVE BEEN CONQUERED.

AND THEN IT HITS HER. HE'S ENJOYING THIS. HE'S ENJOYING THIS.

Uh-oh! WE'VE GOT A SECURITY BREACH -- A COMM-SIGNAL.

COMING IN?

NO, GOING OUT.

GRACIE MANSION, MANHATTAN.

MS. RIORDAN -- HEY, DALLAS! YOU'VE GOT A CALL COMING IN ON YOUR COMPUTER! IT'S --
-- CRIPES!

IT'S ATLAS -- OF THE THUNDERBOLTS! HE'S SIGNALING FOR A VIDEO LINK!

YOU'RE KIDDING!

QUICK -- RUN A TRACE ON THE CALL! RUN A TRACE!



Uh --
HI, BABE. I, Uh,
LOOK, I JUST
WANTED TO
SAY --
I NEVER
MEANT TO -- I
DIDN'T WANT
TO --

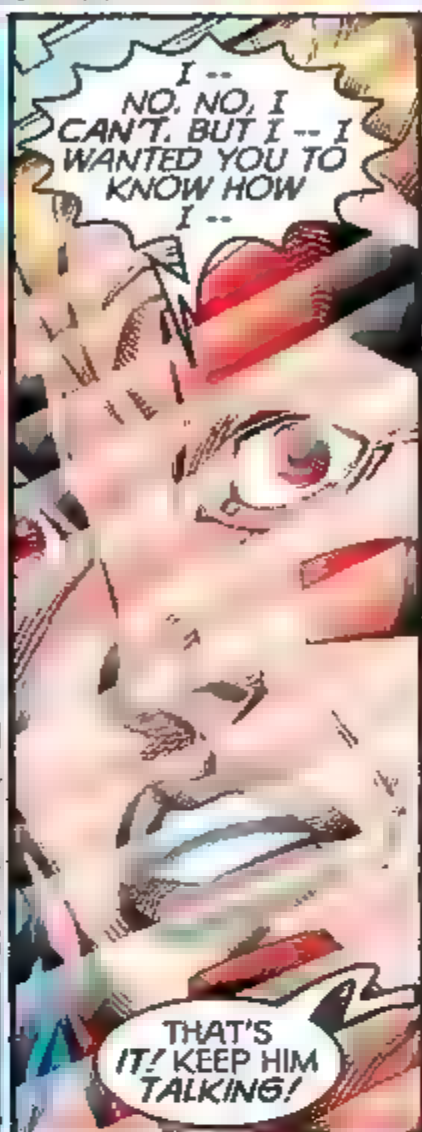
YOU
DIDN'T WANT
TO **WHAT?!** YOU
NEVER MEANT TO
WHAT?!

BLAST YOU,
YOU ACTED LIKE
MY FRIEND -- LIKE
YOU LOVED ME! AND
ALL THE TIME -- YOU
WERE LYING
TO ME!



YOU
USED ME,
YOU **BETRAYED**
ME -- YOU'RE TAKING
OVER THE WHOLE
FREAKING WORLD
BY **FORCE** --

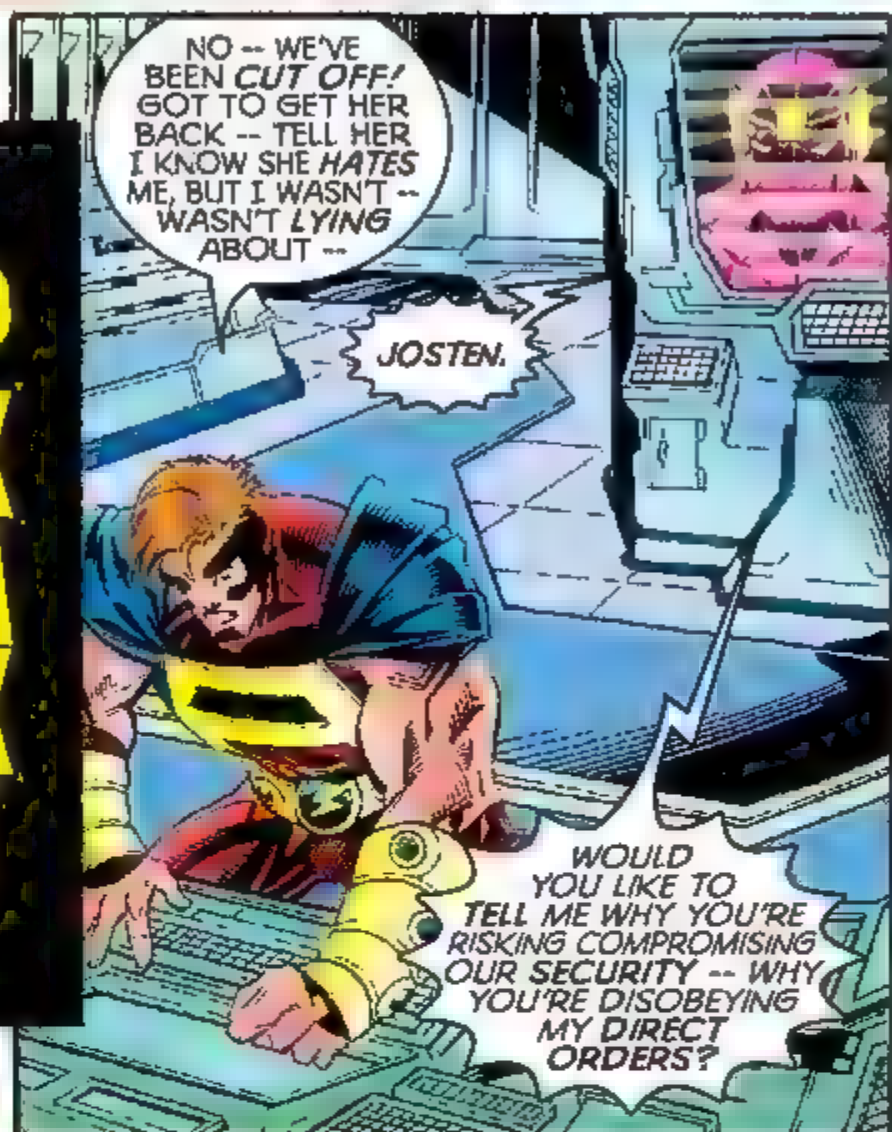
-- AND YOU
THINK YOU CAN
APOLOGIZE
FOR THAT?!



I --
NO, NO, I
CAN'T, BUT I -- I
WANTED YOU TO
KNOW HOW
I --

THAT'S
IT! KEEP HIM
TALKING!

P
K
A
N
T



NO -- WE'VE
BEEN **CUT OFF!**
GOT TO GET HER
BACK -- TELL HER
I KNOW SHE **HATES**
ME, BUT I WASN'T --
WASN'T LYING
ABOUT --

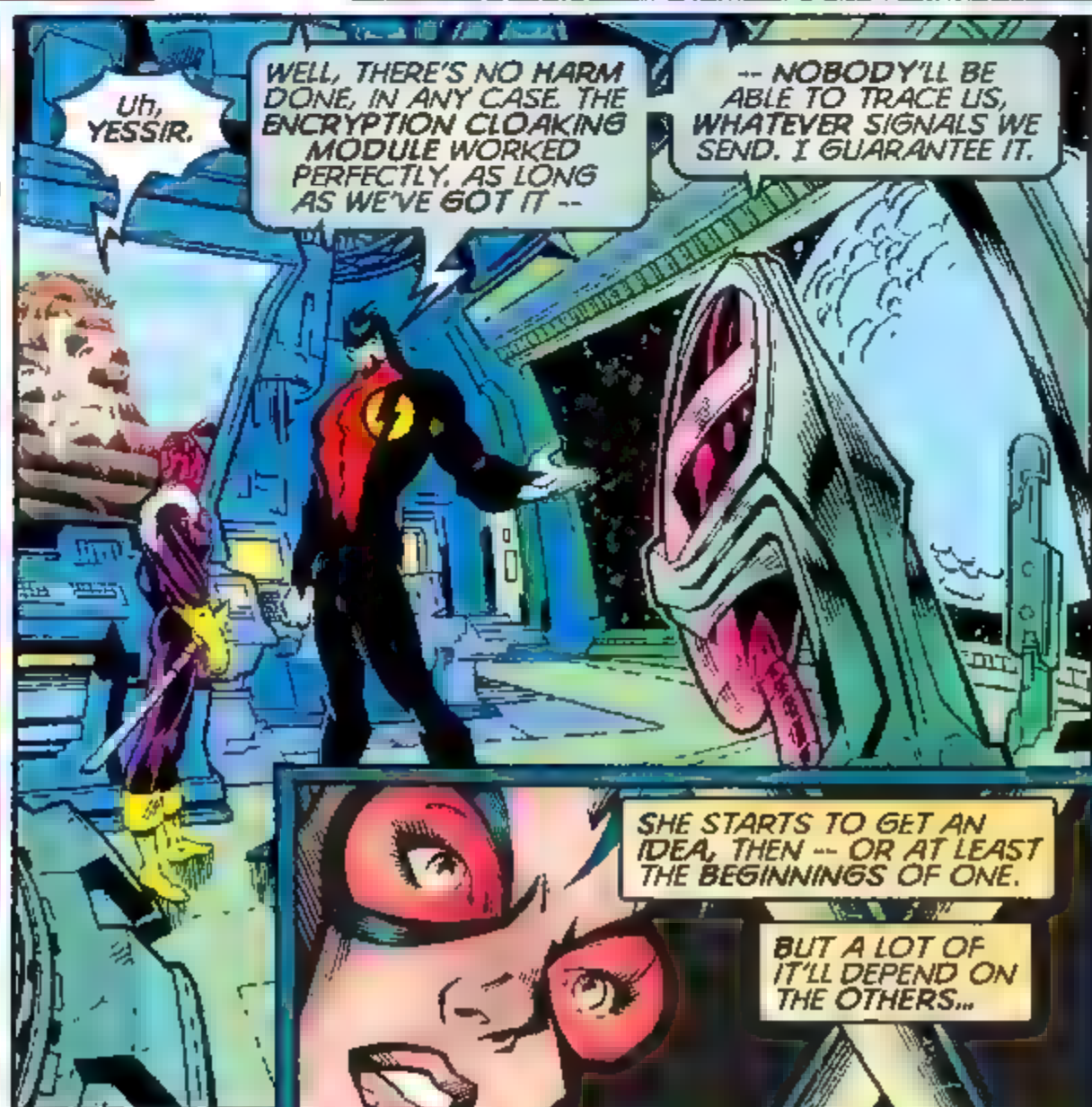
JOSTEN.

WOULD
YOU LIKE TO
TELL ME WHY YOU'RE
RISKING COMPROMISING
OUR SECURITY -- WHY
YOU'RE DISOBEYING
MY DIRECT
ORDERS?



Uh --
SORRY,
BOSS. I JUST --
I JUST WANTED
TO SEE HER
FACE, THAT'S
ALL.

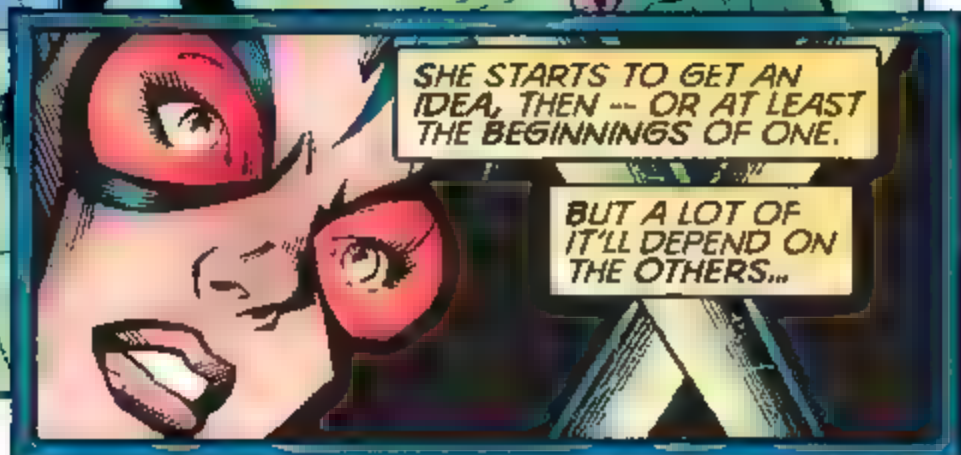
WOMEN ARE A
WEAKNESS, ERIK.
A GOOD SOLDIER
KNOWS THAT. YOU
KNOW THAT. DON'T
FORGET IT **AGAIN,**
UNDERSTAND?



Uh,
YESSIR.

WELL, THERE'S NO HARM
DONE, IN ANY CASE. THE
ENCIPHERMENT CLOAKING
MODULE WORKED
PERFECTLY, AS LONG
AS WE'VE GOT IT --

-- NOBODY'LL BE
ABLE TO TRACE US,
WHATEVER SIGNALS WE
SEND. I GUARANTEE IT.



SHE STARTS TO GET AN
IDEA, THEN -- OR AT LEAST
THE BEGINNINGS OF ONE.

BUT A LOT OF
IT'LL DEPEND ON
THE OTHERS...

AND, LATER...

LOOK AT IT DOWN THERE. THE EARTH. YOU FIGURE THOSE LIGHTS DOWN THERE -- THEY'RE BATTLES?

SOME OF 'EM, ANYWAY. AND ACCORDING TO TECHNO, WE'RE WINNING 'EM. FIFTY-THREE NATIONS HAVE SURRENDERED SO FAR.

IT'S FUNNY. WE'RE WINNING. WE'RE GOING TO BE RULERS OF THE ENTIRE PLANET. SO WHY --

-- WHY DO I HATE IT SO MUCH?

BECAUSE, ABE JENKINS, YOU'VE NEVER UNDERSTOOD WHAT YOU TRULY WANT OUT OF LIFE. NONE OF YOU HAVE.

YOU THINK YOU WANT POWER, ABE, BUT WHAT YOU REALLY WANT IS RESPECT. SONG-BIRD WANTS TO BELONG SOMEWHERE -- WITH SOMEONE.

AND ATLAS JUST WANTS TO BE TOLD WHAT TO DO, SO HE DOESN'T HAVE TO THINK FOR HIMSELF. ISN'T THAT RIGHT, ATLAS?

I WANT -- I WANT -- HEY!

DON'T WORRY, FOLKS. IT'S JUST ME -- THAT LITTLE KID YOU TOOK IN, THE ONE YOU TREATED LIKE A DAUGHTER. THE ONE YOU TOLD YOU WERE HEROES...

GEEZ, I FIGURED YOU WERE STILL IN NEW YORK -- BUT YOU WEREN'T ON THE NEWS OR NOTHING, LIKE THEY HADN'T FOUND YOU!

SO HOW'D YOU GET UP HERE, ANYWAY?

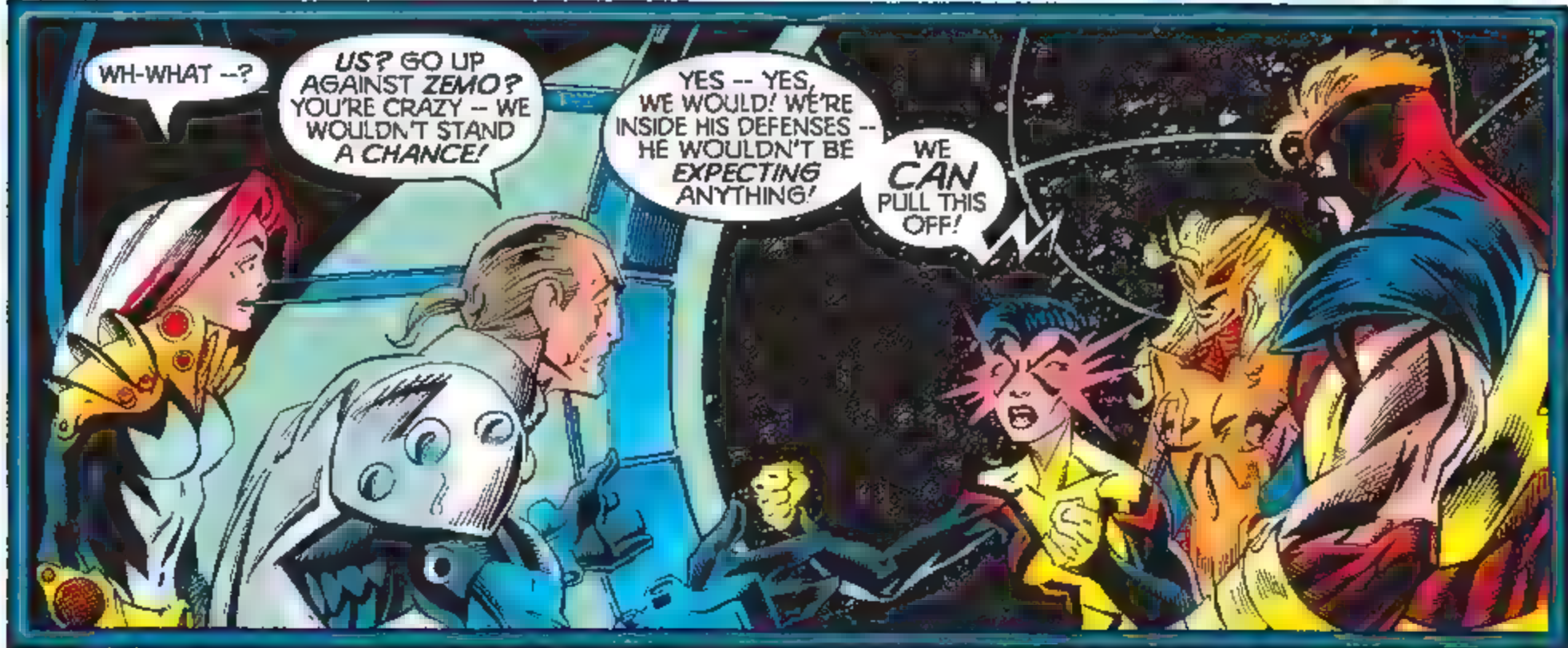
SO WHY COME FORWARD NOW?

BECAUSE I THINK I KNOW HOW TO TAKE ZEMO DOWN -- BUT I'M GOING TO NEED YOUR HELP.

STOWED AWAY -- AND IT'S A GOOD THING I DID, OR I'D HAVE BEEN IN FOUR FREEDOMS PLAZA WHEN IT BLEW UP.

NO! AND YOU'VE BEEN HERE ALL THIS TIME?

JOLT!



WH-WHAT --?

US? GO UP
AGAINST ZEMO?
YOU'RE CRAZY -- WE
WOULDN'T STAND
A CHANCE!

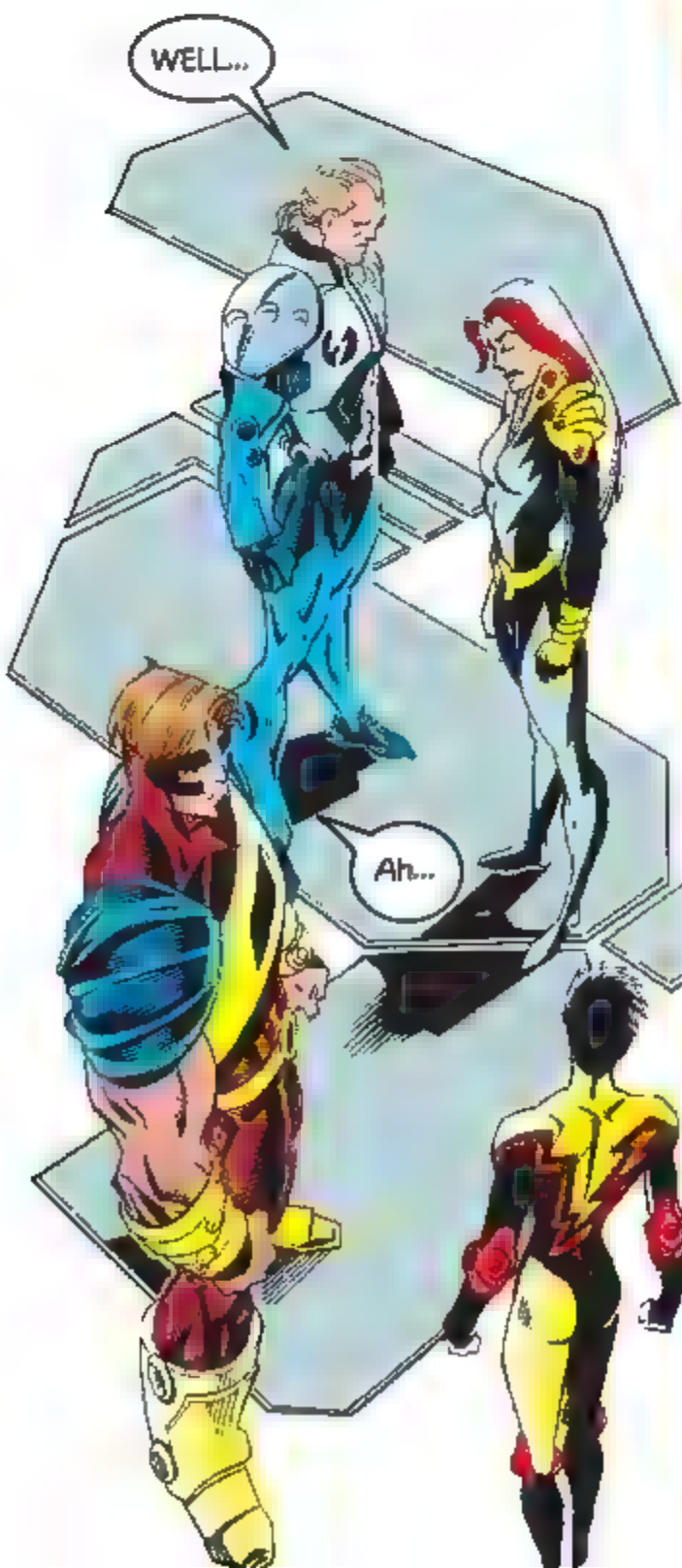
YES -- YES,
WE WOULD! WE'RE
INSIDE HIS DEFENSES --
HE WOULDN'T BE
EXPECTING
ANYTHING!

WE
CAN
PULL THIS
OFF!

I KNOW
YOU -- I KNOW
YOU'RE NOT THE
COLD-HEARTED
KILLERS YOU'RE
MADE OUT TO BE.
I'VE LIVED WITH
YOU -- FOUGHT
ALONGSIDE
YOU --

-- AND I KNOW
YOU LIKED BEING
HEROES. I KNOW IT FELT
GOOD FOR YOU TO DO
THE RIGHT THING, AND
THAT YOU DON'T
WANT THIS.

AM I
WRONG?
ABE? MELISSA?
ERIK? CAN YOU
HONESTLY
TELL ME I'M
WRONG?



WELL...

Ah...

YOU KNOW...THERE
MIGHT JUST BE
SOME POSSIBILITIES
INHERENT IN THIS
IDEA...

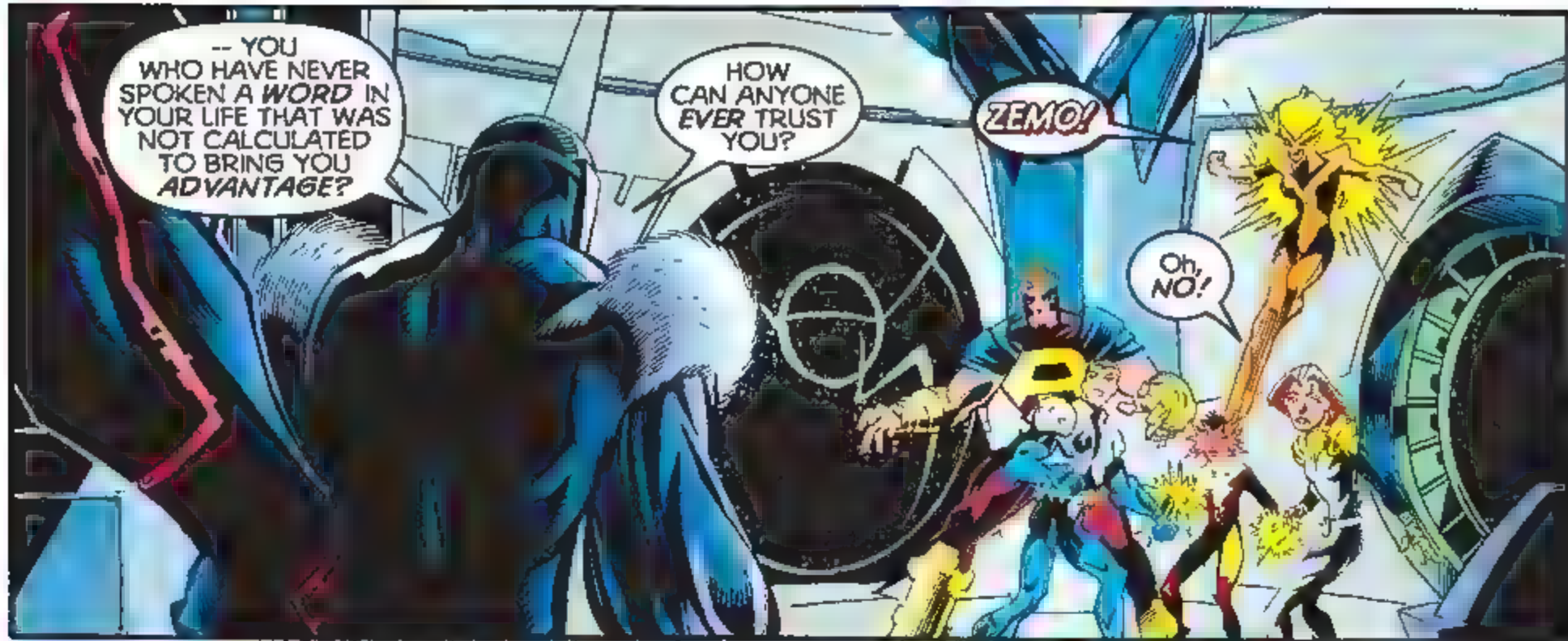
Oh?

POSSIBILITIES FOR
WHAT, MOONSTONE?
POSSIBILITIES TO FREE
THE WORLD -- OR TO
TAKE ZEMO DOWN
AND RULE IN HIS
PLACE?

Ah, CHILD. YOU
BELIEVE IN THEM,
BUT NOT ME. AND
WHY SHOULD YOU?
I LIED TO YOU THE
MOST SERIOUSLY,
AFTER ALL.

BUT I
ASSURE
YOU --

AND
HOW CAN YOU
ASSURE ANYONE
OF ANYTHING,
Dr. SOFEN --



-- YOU WHO HAVE NEVER SPOKEN A *WORD* IN YOUR LIFE THAT WAS NOT CALCULATED TO BRING YOU *ADVANTAGE*?

HOW CAN ANYONE EVER TRUST YOU?

ZEMO!

Oh, NO!



JOSTEN, RETURN TO YOUR MASTER.



A-ATLAS.?



LOOK AT YOU, THE BOLD MUTINEERS, RALLYING BEHIND A STARRY-EYED CHILD. DID YOU SERIOUSLY THINK -- ANY OF YOU --

-- THAT YOU COULD UNSEAT ME?



WE AGREED TO NOTHING, ZEMO. WE WERE MERELY LISTENING, BUT REALLY, IT WOULDN'T BE THAT HARD TO DEFEAT YOU --

-- YOU HAVE NO POWERS, AFTER ALL.

MY BRAIN IS MY POWER, TRAITRESS. AND NO MATTER *WHAT* YOU THINK --



-- I AM MORE THAN YOUR EQUAL. I WOULD BE A FOOL TO TRUST YOU, TO FAIL TO PREPARE FOR YOU TURNING AGAINST ME.

AND HELMUT, 13th BARON ZEMO --



SNAK

-- IS NO FOOL!

THERE'S NO BUILDUP, NO SENSE OF SOMETHING BEGINNING. JUST ONE MOMENT, THEY FEEL FINE --

-- AND THE NEXT, PAIN RIPS THROUGH THEM, LIKE THEIR SPINES HAVE BEEN TURNED TO MOLTEN LAVA, LIKE THEIR FLESH IS BEING SEARED FROM WITHIN.

AND WORSE -- IT FEELS LIKE IT'LL NEVER STOP...

I HAD
TECHNO
PREPARE
THIS.

IT ACTS
ON JOLT'S AND
YOUR INTERNAL
ENERGY FIELDS,
MOONSTONE -- AND
ON THE CIRCUITRY
OF THE OTHER
TWO.

CLEVER,
Hmim?

YOU KNOW...
ZEMO... I DIDN'T...
TRUST YOU...
EITHER...

AND ONCE...
I FOUND THE
SCHEMATICS...
FOR YOUR
"ASONIZER" --
...I HAD
MACH-1...

-- MAKE
A JAMMER
FOR IT!
CLEVER,
Hmim?

...
YOU'RE
MORE RESOURCE-
FUL THAN I GAVE
YOU CREDIT FOR,
WOMAN. VERY
WELL --

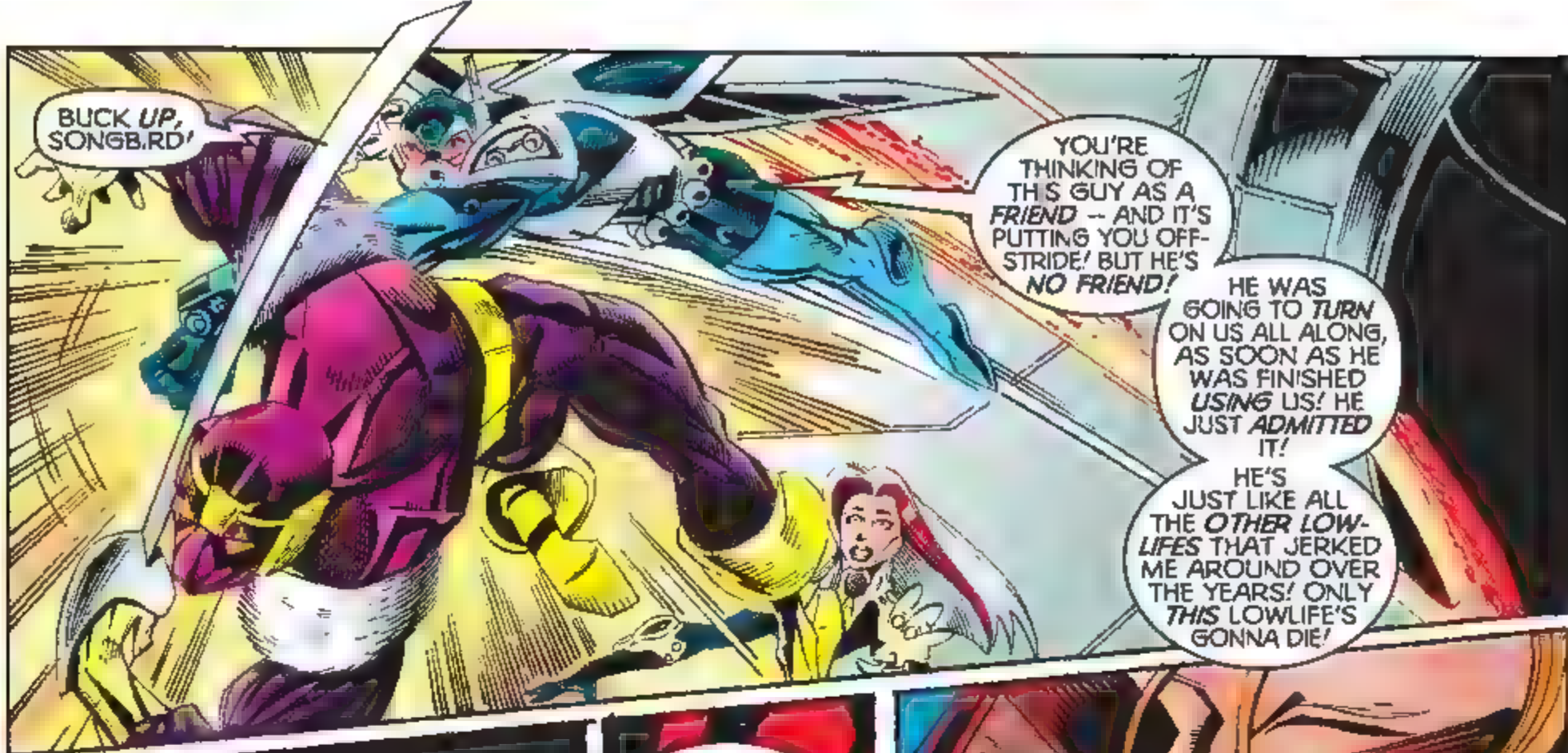
-- WE'LL DO
THIS THE HARD
WAY. GOLIATH,
TECHNO --

-- KILL
THEM!

H-huh?

KILL
US?!

ATLAS HESITATES FOR
THE MEREST SECOND.
TECHNO DOESN'T.
AND IN MOMENTS --



BUCK UP,
SONGBIRD!

YOU'RE
THINKING OF
THIS GUY AS A
FRIEND -- AND IT'S
PUTTING YOU OFF-
STRIDE! BUT HE'S
NO FRIEND!

HE WAS
GOING TO TURN
ON US ALL ALONG,
AS SOON AS HE
WAS FINISHED
USING US! HE
JUST ADMITTED
IT!

HE'S
JUST LIKE ALL
THE OTHER LOW-
LIFES THAT JERKED
ME AROUND OVER
THE YEARS! ONLY
THIS LOWLIFE'S
GONNA DIE!



SORRY,
MACH-1 --
BUT I CAN'T
LET YOU DO
THAT!

BECAUSE
HE'S A GOOD
SOLDIER, BEETLE!
BECAUSE HE'S THE
SMART ONE! HE
KNOWS HIS PLACE,
AND KNOWS THAT
LOYALTY WILL BE
REWARDED!

ONCE THE
WORLD IS
SUBJUGATED, HE
CAN HAVE ANY-
THING HE
CHOOSSES --



NOT SO
SMUG NOW -- Eh,
MOONSTONE?

-- EVEN
THE
RIORDAN
WOMAN, IF
HE STILL
WANTS
HER!

UFF!

ATLAS!
HOW CAN
YOU DO THIS --
HOW CAN
YOU HELP
HIM?!

YOU
KNOW,
TECHNO --



-- ABE'S RIGHT! I DON'T WANT TO FIGHT FRIENDS -- AND THAT RATTLED ME!

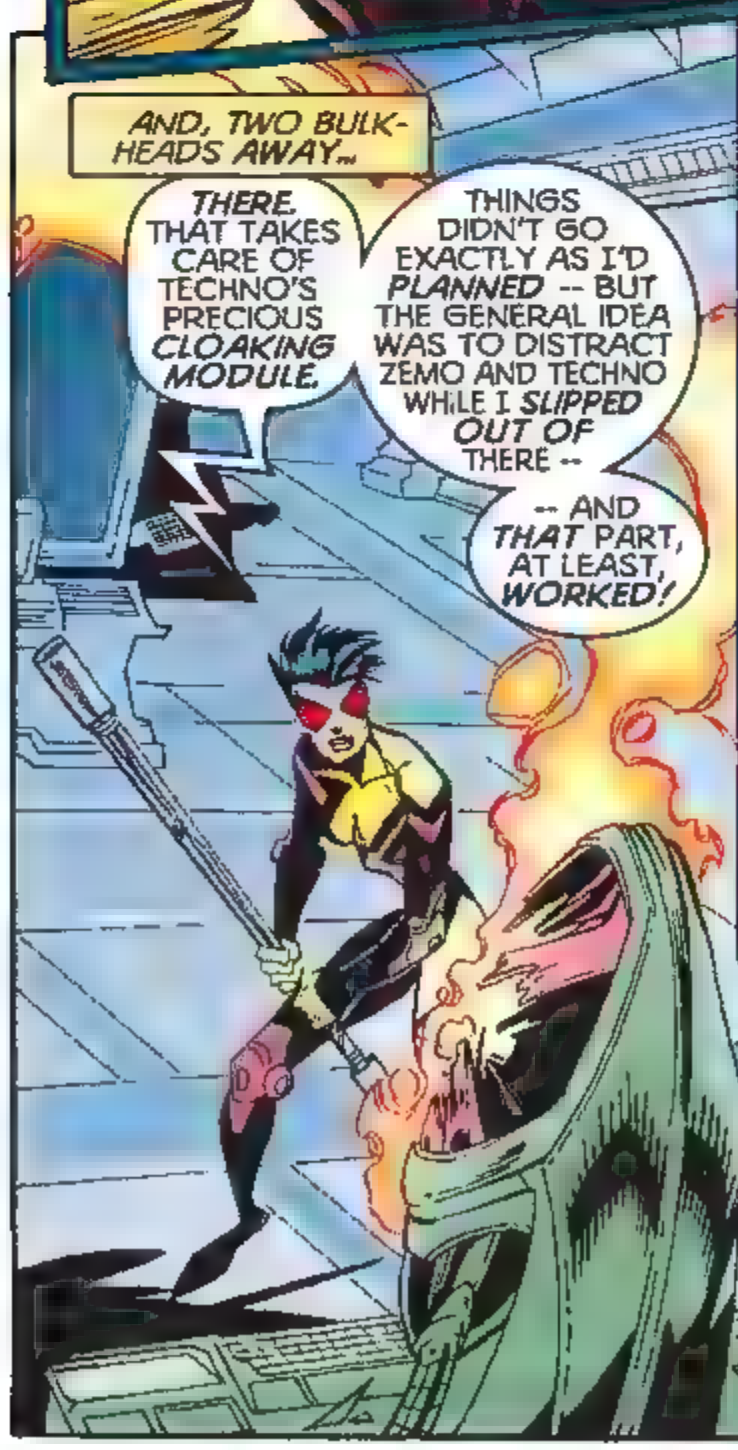
BUT YOU'RE NO MORE MY FRIEND THAN THE ELEMENTS OF DOOM OR THAT ASGARDIAN MONSTER! AND I COULD FIGHT THEM --

-- SO I CAN FIGHT YOU!

I DON'T HAVE A HUMAN BODY ANYMORE -- BUT THAT DOESN'T HAVE TO STOP US--!

TROUBLE IS SONGBIRD -- YOU CAN'T HURT ME!

SAY, MAYBE YOU'LL BE MY REWARD, ONCE THE WORLD'S CONQUERED! MAYBE I'LL PICK YOU!

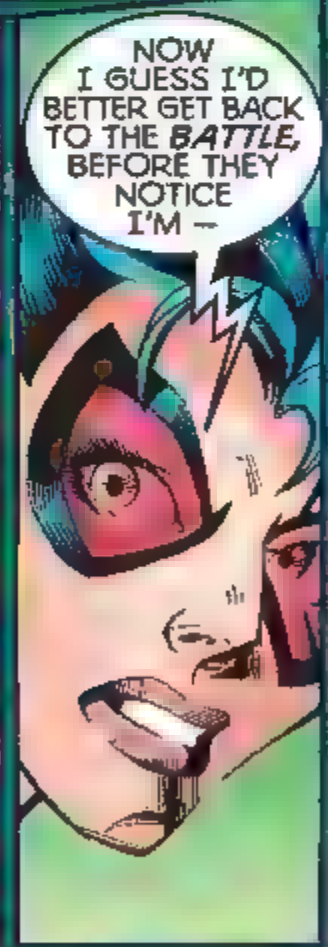


AND, TWO BULK-HEADS AWAY...

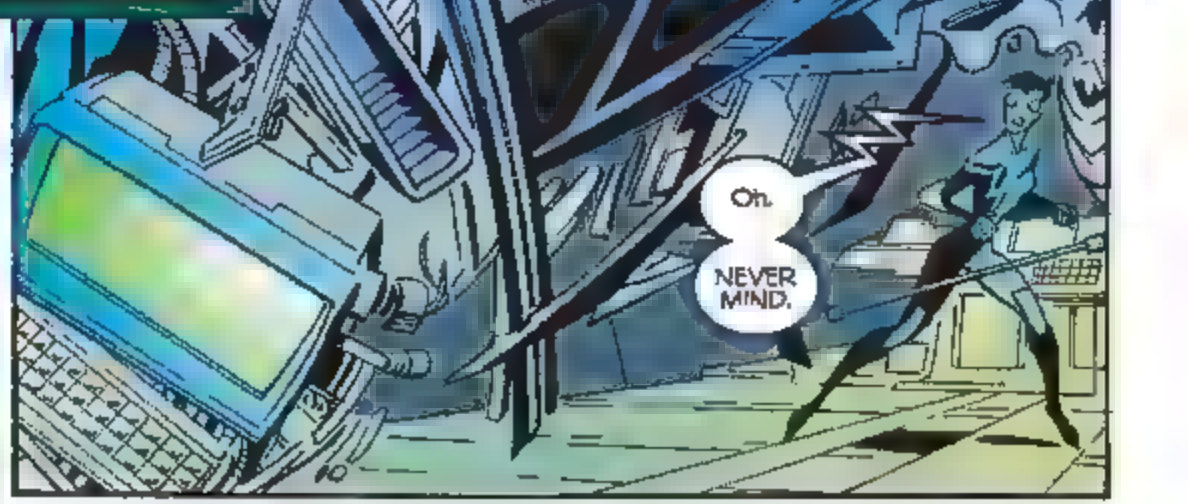
THERE, THAT TAKES CARE OF TECHNO'S PRECIOUS CLOAKING MODULE.

THINGS DIDN'T GO EXACTLY AS I'D PLANNED -- BUT THE GENERAL IDEA WAS TO DISTRACT ZEMO AND TECHNO WHILE I SLIPPED OUT OF THERE --

-- AND THAT PART, AT LEAST, WORKED!



NOW I GUESS I'D BETTER GET BACK TO THE BATTLE, BEFORE THEY NOTICE I'M --



KROOSH

Oh.
NEVER MIND.



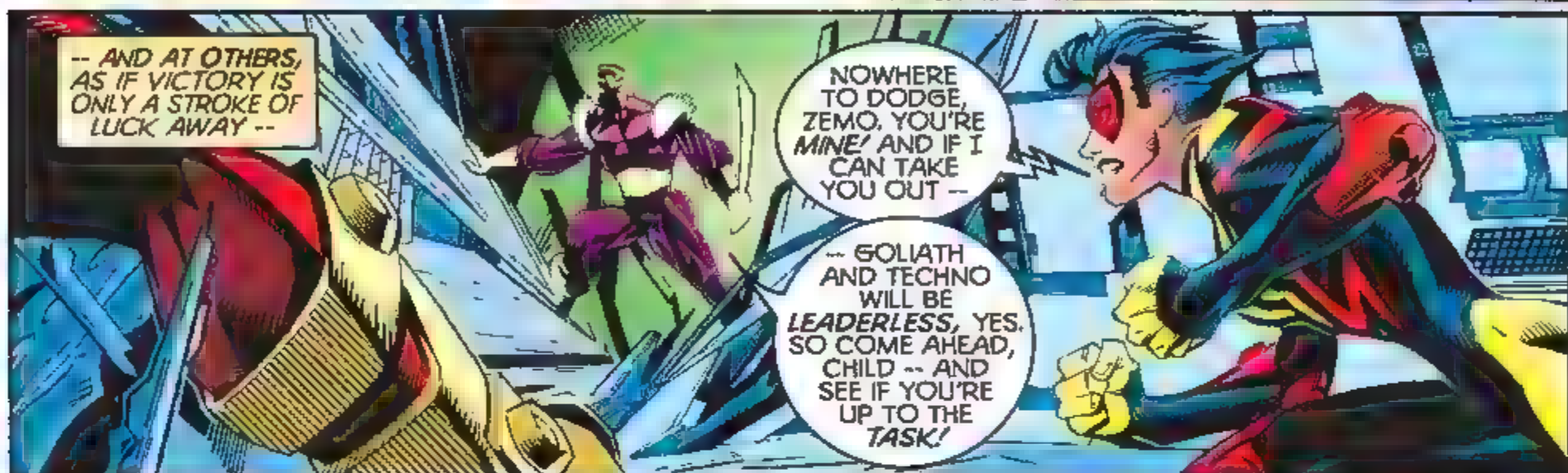
THE BATTLE RAGES FOR WHAT SEEMS LIKE AN ETERNITY, THROUGH THE CHAMBERS AND THE CORRIDORS OF THE SPACE STATION.

AT TIMES, IT SEEMS AS IF ZEMO'S FACTION IS UNDEFEATABLE --

FIRE ALL YOU WANT, MACH-1. YOU AREN'T HURTING ME -- AND YOU'RE NOT GOING TO!

FALL, BLAST IT -- WHY WON'T YOU FALL?!

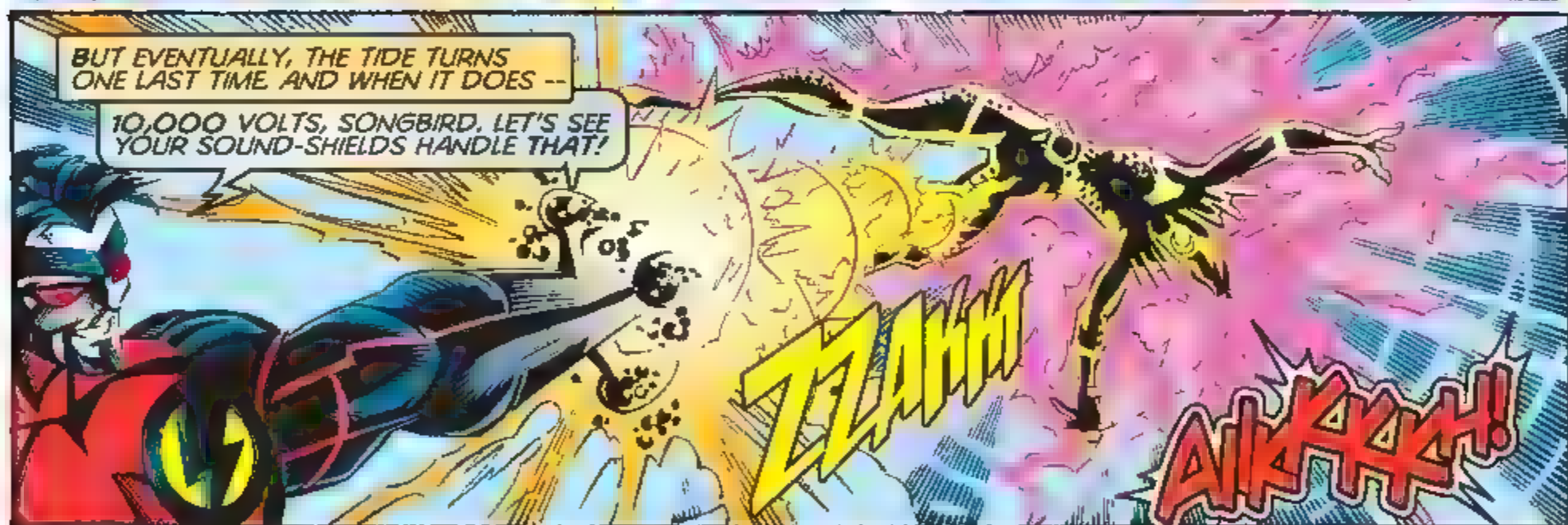
KAKAT



-- AND AT OTHERS, AS IF VICTORY IS ONLY A STROKE OF LUCK AWAY --

NOWHERE TO DODGE, ZEMO, YOU'RE MINE! AND IF I CAN TAKE YOU OUT --

-- GOLIATH AND TECHNO WILL BE LEADERLESS, YES. SO COME AHEAD, CHILD -- AND SEE IF YOU'RE UP TO THE TASK!



BUT EVENTUALLY, THE TIDE TURNS ONE LAST TIME. AND WHEN IT DOES --

10,000 VOLTS, SONGBIRD. LET'S SEE YOUR SOUND-SHIELDS HANDLE THAT!

ZZAKKK

AIKAKK!



WH--?
SONGBIRD!
MELISSA!
ARE YOU ALL
R--

KLOK

--AGGKH!

YOU DON'T GET DISTRACTED IN BATTLE, MACH-1 -- YOU CAN'T AFFORD TO. YOU SHOULD KNOW THAT.

-- IT TURNS IRREVOCABLY.

THE REMAINING
REBELS DO THEIR
BEST TO REGAIN
THE MOMENTUM --

KRAK

GLOATING'S
PRETTY STUPID
TOO, ATLAS!

NOW,
ZEMO!

NOW IT'S
YOU AND ME --
AND WE'LL SEE
WHETHER YOUR
ARROGANCE
CAN BEAT MY
POWERS!

ALAS,
CHILD --

-- BUT IT'S
NOT TO BE.

H-Huh?

-- WE
WON'T. NOT
NOW, NOT
EVER.

TECHNO!
YOU DIRTY--!

SORRY, KID, BUT
IF YOU WERE
LOOKING FOR
A FAIR FIGHT --

-- YOU CAME
TO THE WRONG
PLACE.

YOUR
COMPANIONS
ARE ALL DOWN,
MOONSTONE.
YOU'RE ALONE,
AGAINST ALL
OF US.

I'LL
GIVE YOU ONE
CHANCE -- SURRENDER
NOW, AND I'LL BE
MERCIFUL. DO
YOU YIELD?

THAT'S
WHAT YOU SAID
TO EVERYONE ON
EARTH A LITTLE
WHILE AGO. WELL,
ZEMO --

-- YOU CAN
GRAM
YOUR
MERCY!

HER VOICE IS RAW, ROUGH AND UGLY.
ALL HER SOPHISTICATION, ANY HINT
OF CONTROL, IS STRIPPED AWAY.

ALL THAT'S LEFT
IS RAGE. RAGE...
AND POWER.

THIS IS
WHAT IT ALWAYS
COMES DOWN TO,
EH? FORCE VERSUS
FORCE. KILL HER,
TECHNO.

TRUST ME, BARON --
SHE'S TOAST.

No!

THE FORCE OF THE BLAST SLAMS HER BACKWARD,
LIKE FLOTSAM STRUCK BY A TIDAL WAVE. BUT
SHE REFUSES TO YIELD TO IT, REFUSES TO DROP.

SHE RIGHTS HERSELF, AND SLOWLY,
PAINFULLY, BEGINS TO MOVE FORWARD.
HER ARMOR BUCKLES, THEN SHREDS.
HER SKIN STARTS TO BLISTER.

BUT SHE WON'T FALL. SHE WON'T GIVE THEM
THE SATISFACTION. SHE THRUSTS HERSELF
FORWARD, AND THEN FORWARD AGAIN.

HOW'S
THIS...FOR
TOAST, TECHNO?
HOW'S THIS...
YOU MISERABLE
LITTLE...
PUKE?

EVER
HAD **TOAST**...
THAT... WRAPPED
ITS HANDS AROUND
YOUR SCRAWNY
NECK...AND POPPED
YOUR **HEAD** OFF...
LIKE A **BOTTLE**
CAP?

Huh?
DID
YOU?

INVOLUNTARILY, ZEMO
TAKES A STEP BACK. SHE
MIGHT MAKE IT AFTER ALL.
SHE'S STILL ADVANCING,
SLOWER THAN EVER BUT
ONLY INCHES AWAY --

-- AND THEN --

Huh?

Eh?

WHAT IN --?



ALL RIGHT!
MY PLAN
WORKED!

WHAT?

WH-WHO?

WHUH-OH!

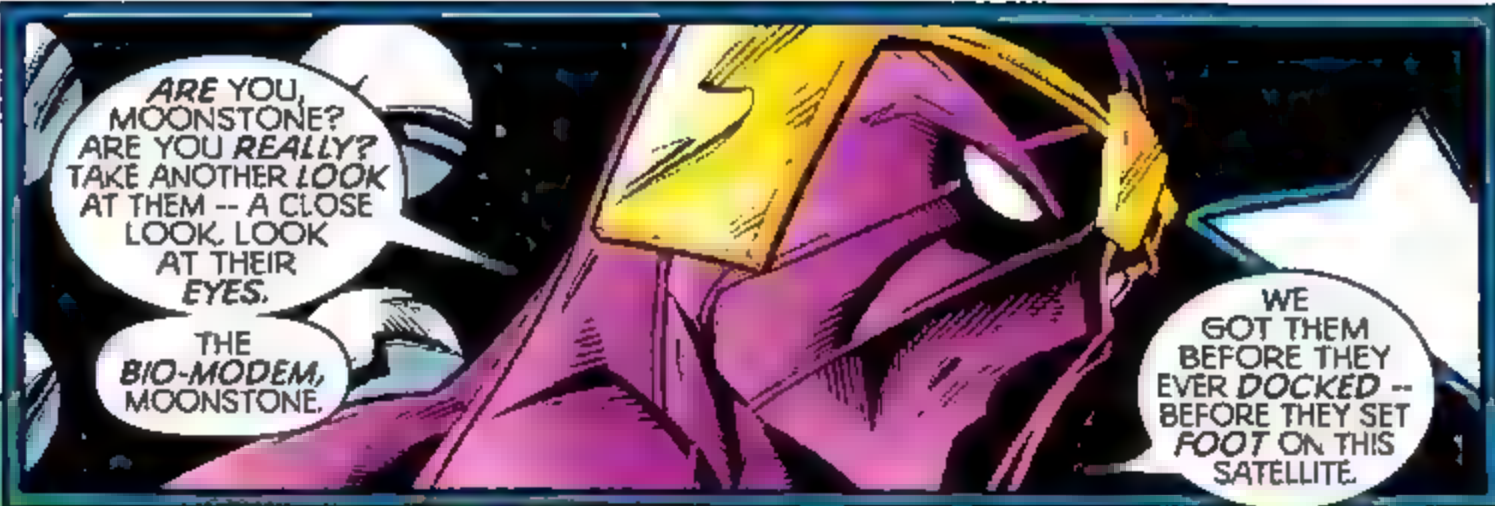
Hmmm.

WELL, WELL,
WELL, FUN AND...
GAMES.

YOU
KNOW...I
NEVER THOUGHT
I'D BE...GLAD
TO SEE SO MANY
SUPER HEROES AT
THE...SAME TIME.
BUT JUST THIS
ONCE...



...I'M WILLING TO MAKE AN EXCEPTION!



ARE YOU, MOONSTONE?
ARE YOU REALLY?
TAKE ANOTHER LOOK
AT THEM -- A CLOSE
LOOK. LOOK
AT THEIR
EYES.

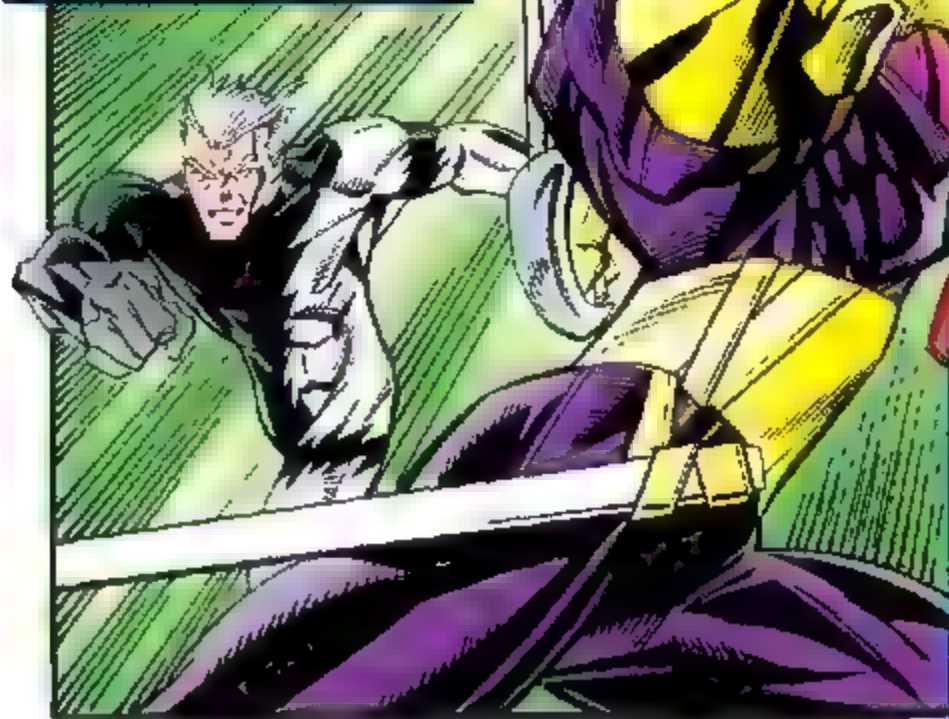
THE
BIO-MODEM,
MOONSTONE.

WE
GOT THEM
BEFORE THEY
EVER DOCKED --
BEFORE THEY SET
FOOT ON THIS
SATELLITE.

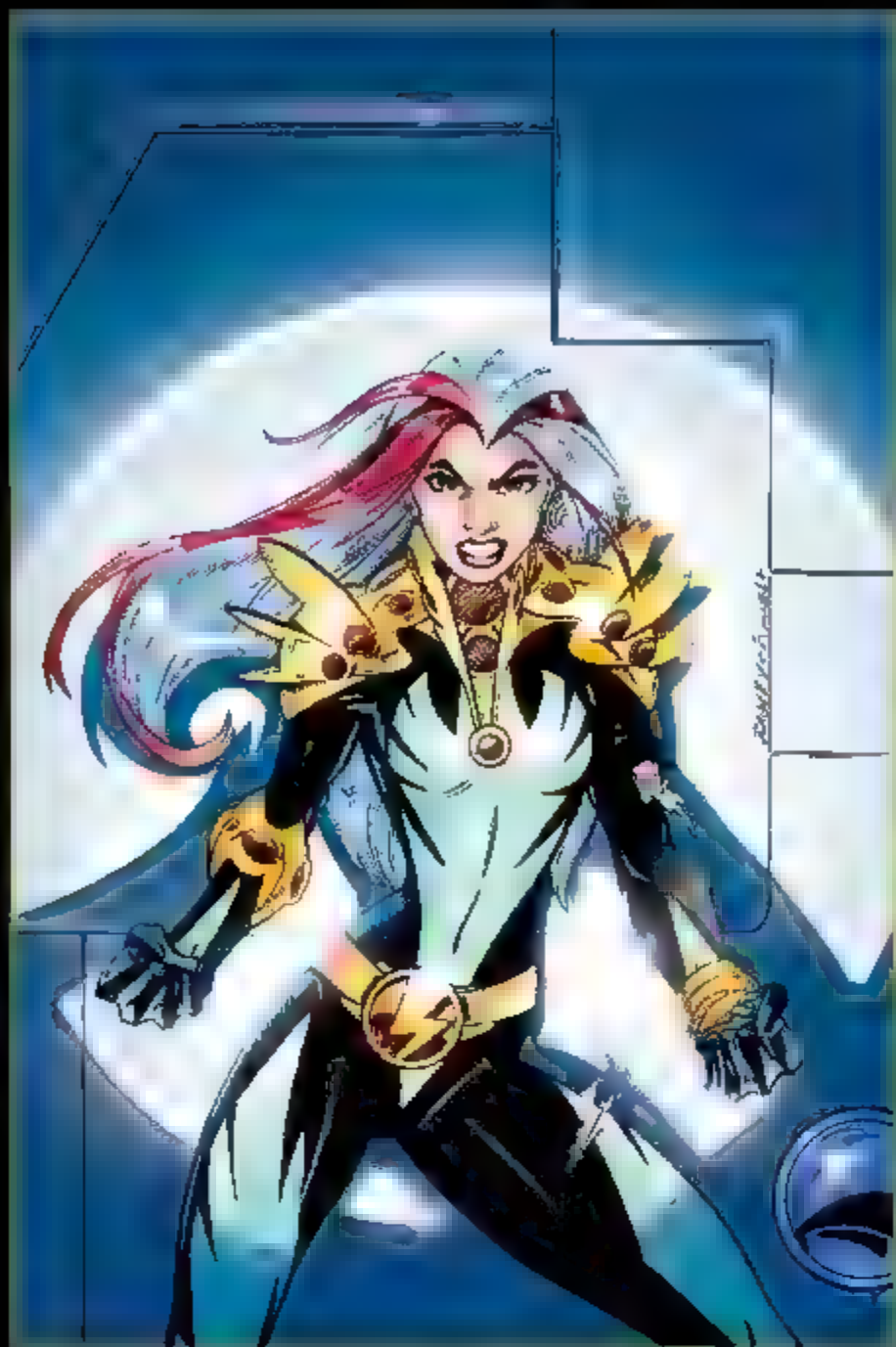


THEY'RE
EARTH'S
MIGHTIEST
HEROES,
ALL RIGHT --
BUT THEY'RE
MINE.

MINE!



**NEXT: THE SHOWDOWN
YOU'VE BEEN WAITING
FOR!** (BUT -- WHICH SIDE ARE YOU
GONNA ROOT FOR, HMM?)





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MAR
#12

APPROVED BY THE
FEDERAL COMMUNICATIONS
COMMISSION

DOUBLE-SIZED ANNIVERSARY ISSUE
THUNDERBOLTS

GUEST STARRING
the AVENGERS

VICTORY!

AND THE
**Fantastic
Four**

BAGLEY
+
VR

BUNN • BAGLEY • RUSSELL

Stan Lee
Presents

ENDGAME

BY KURT BUSIEK & MARK BAGLEY VINCE RUSSELL, SCOTT HANNA, LARRY MAHLSTADT AND GREG ADAMS
ASECOMICRAFT'S DAVE LANPHEAR JOE ADAMS TOM BREVDORT BOB HARRAS

PICTURE OF A MAN
TRIUMPHANT.

HIS NAME IS HELMUT, THIRTEENTH
BARON ZEMO. HE IS THE SON OF
ONE OF THE GREATEST NAZI WAR
CRIMINALS IN HISTORY. AND
TODAY --

-- TODAY HE IS ON THE VERGE
OF RULING THE WORLD.

SO THIS
IS VICTORY.
THIS IS WHAT IT
FEELS LIKE. Ahh,
FATHER --

HERE, IN A SATELLITE HIGH ABOVE THE
EARTH, HE COMMANDS HIS ARMIES BELOW,
PIPING A "BIOLOGICAL MODEM" SIGNAL
THROUGH GOVERNMENT, MILITARY AND
POLICE COMPUTERS WORLDWIDE --

-- TAKING POSSESSION OF THE MINDS
OF THE WORLD'S LEADERS, AND
ORCHESTRATING REMOTE-CONTROL
COMBAT AS IF IT WERE NOTHING
MORE THAN A PUPPET SHOW.

HERE, HE WATCHES,
AS COUNTRY
AFTER COUNTRY
FALLS TO HIM.

HERE, HE HAS JUST FACED
DOWN AN INSURRECTION
IN THE RANKS OF HIS
FOLLOWERS AND TRIUMPHED.

AND HERE,
POSSIBLY
SWEETEST
OF ALL --

*DON'T TELL US YOU
MISSED OUR LAST FEW
ISSUES - YOU KNOW
HOW SENSITIVE WE
ARE! -Tom



-- HE HAS CAPTURED THE MINDS OF EARTH'S MIGHTIEST SUPER HEROES -- THE FAR-FAMED AVENGERS AND THE FANTASTIC FOUR --

-- CAPTURED THEM AS THEY RACED TO THEIR PLANET'S RESCUE, AND TURNED THEM FROM BITTER ENEMIES --

-- INTO NOTHING MORE THAN UNTHINKING, UTTERLY LOYAL SLAVES.

-- IF ONLY YOU COULD SHARE IN THIS.

NOW ALL THAT REMAINS IS TO DECIDE THE FATE OF HIS ONE-TIME FOLLOWERS, THE VILLAINS-MASQUERADING-AS-HEROES THAT THE WORLD KNEW AS THE **THUNDERBOLTS**.

ATLAS AND TECHNO STAYED LOYAL TO HIM, BUT MACH-1, JOLT, SONGBIRD AND METEORITE --

Ah, **MOONSTONE** -- OR SHOULD I SAY **METEORITE**, SINCE YOU SEEM TO HAVE CHOSEN TO PLAY YOUR HEROIC ROLE FOR **REAL**.

YOU COULD HAVE BEEN A **QUEEN**. YOU COULD HAVE FELT THE THRILL OF **ULTIMATE POWER**, RATHER THAN BEING **SUBJECTED** TO IT.

GET ON WITH IT, **ZEMO**. WE'RE NOT INTERESTED IN **ANYTHING** YOU HAVE TO SAY.

DEFIANT TO THE LAST, eh? SO TENSE, SO **ANGRY** -- AND YET YOU DARE NOT **ATTACK**, KNOWING YOU'LL BE TORN TO BITS BY MY SERVANTS IF YOU **DO**.

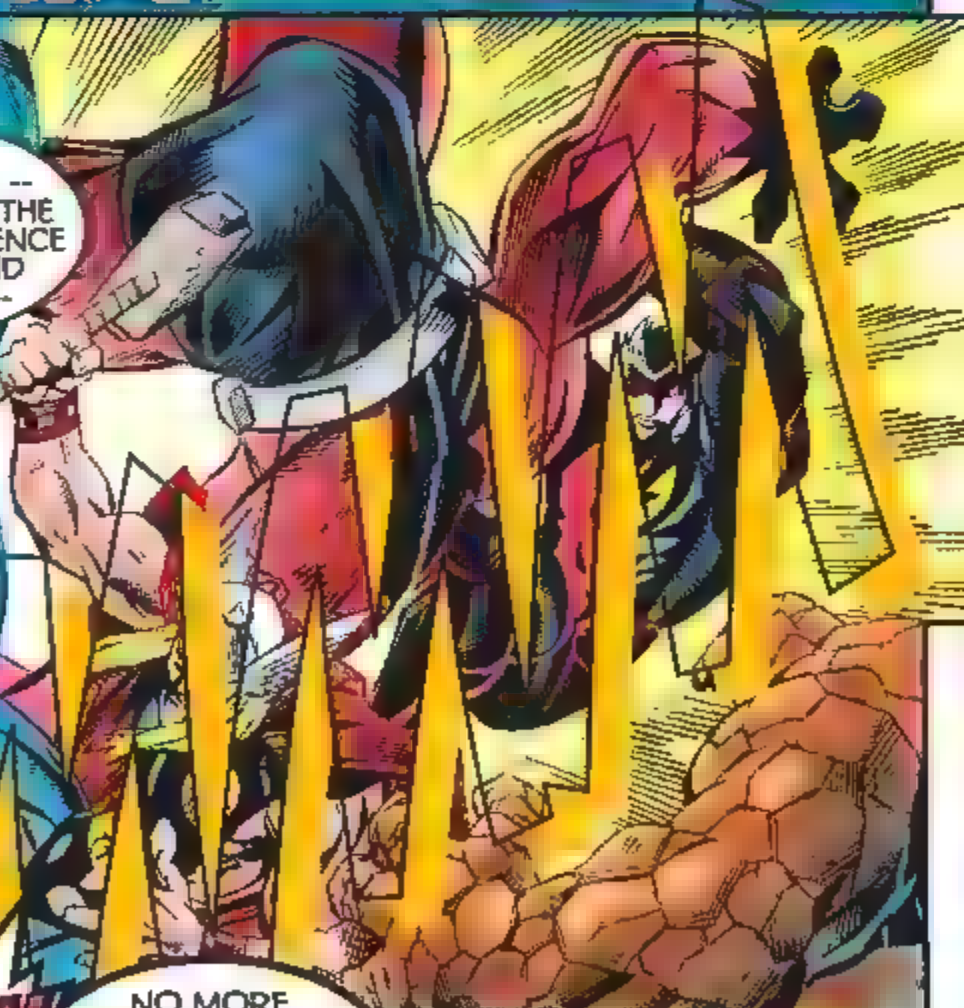
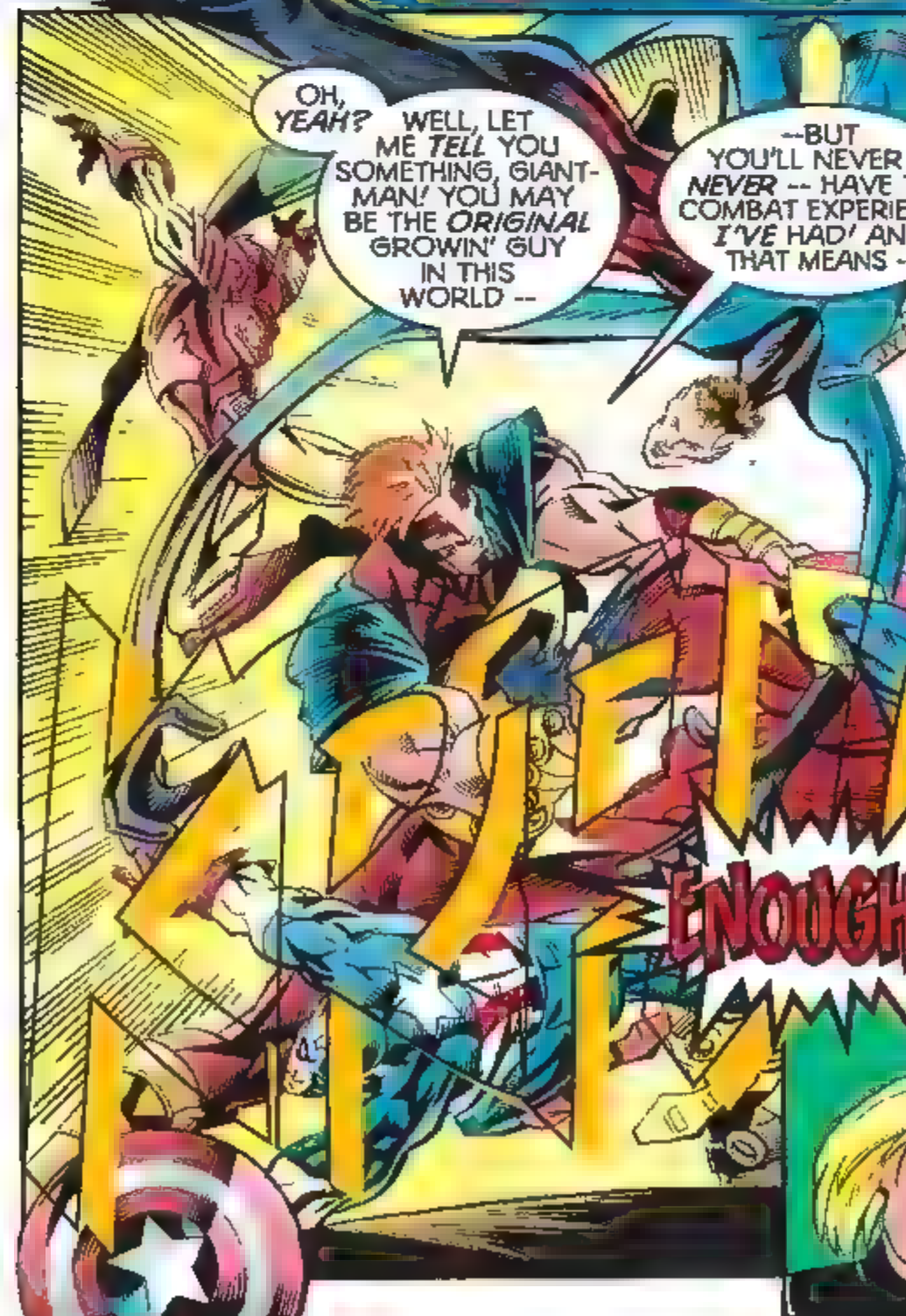
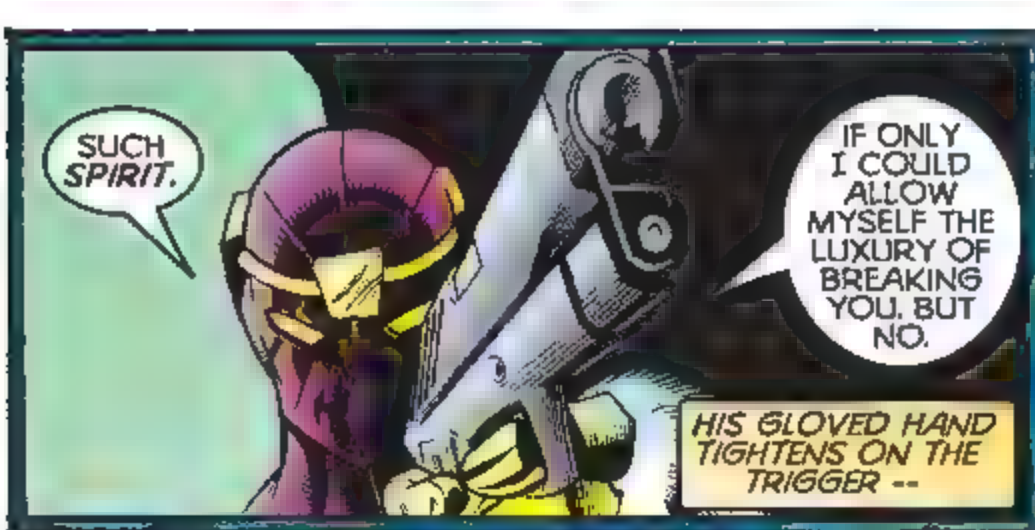
I SUPPOSE I COULD ENSLAVE YOUR MINDS AS WELL -- BUT TO SHOW **MERCY** WOULD BE TO ALLOW **HOPE**.

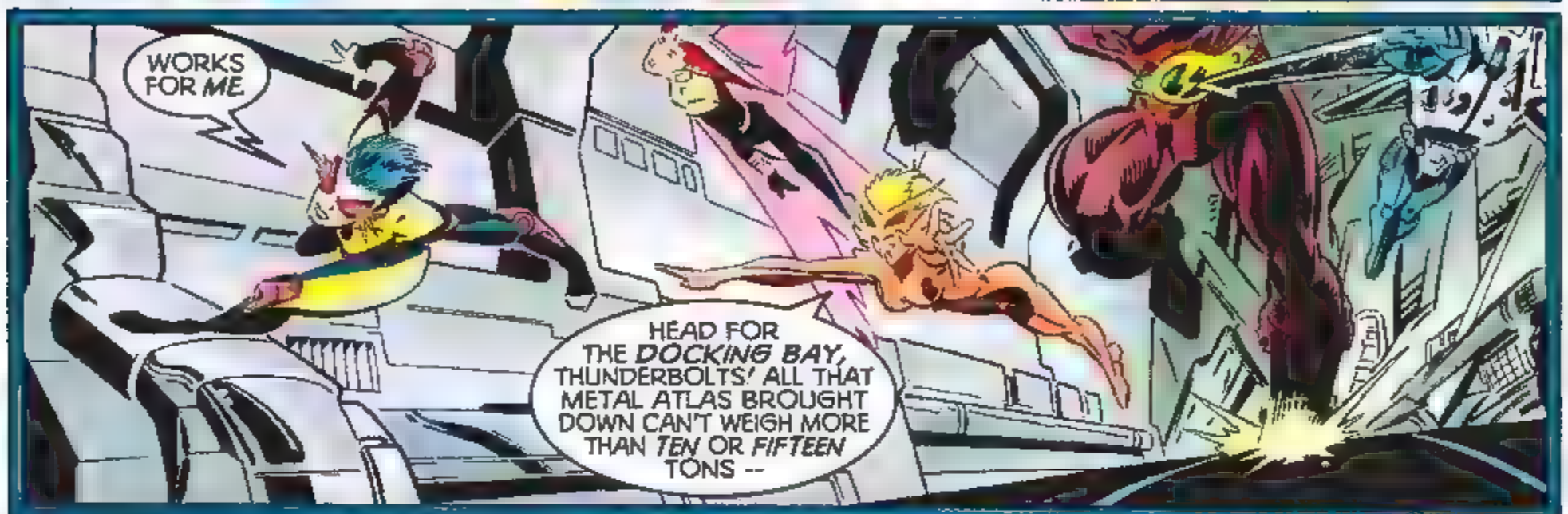
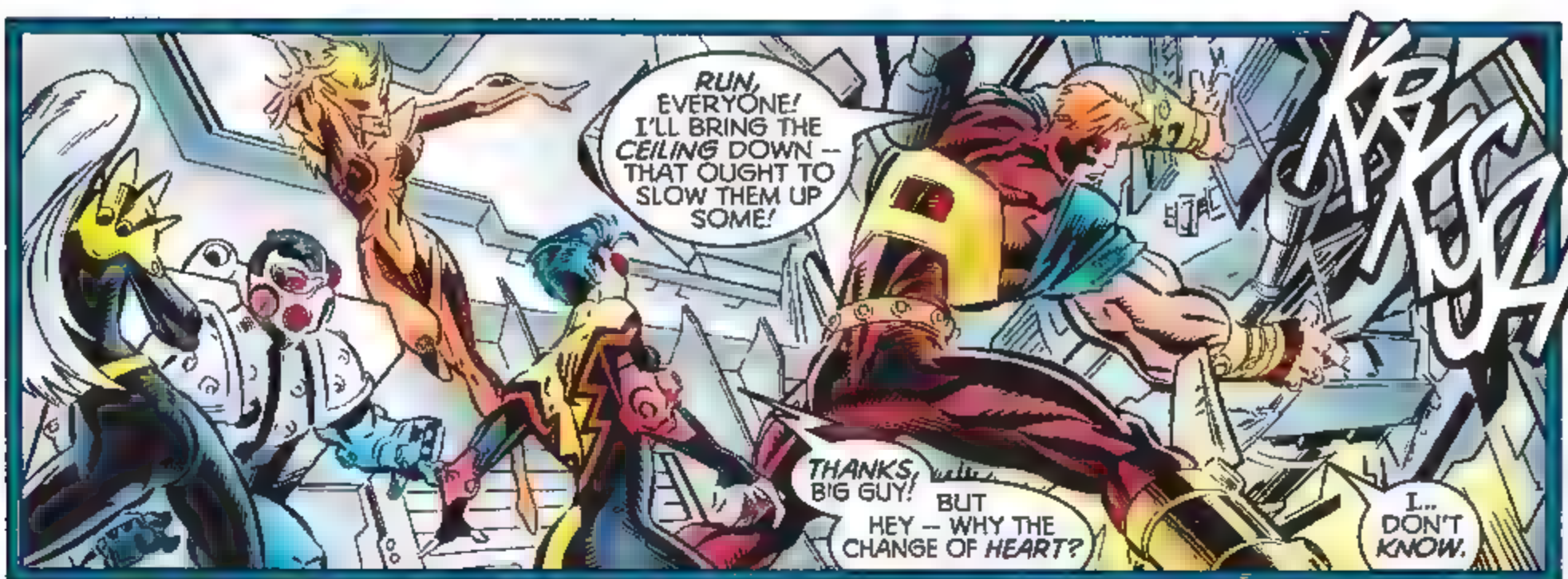
AND I CAN'T HAVE **THAT**. NO, YOU'LL HAVE TO **DIE** -- TO BE EXECUTED BY MY OWN HAND, AND THE **FIRST** OF YOU TO **FALL** --

-- WILL BE **JOLT**. YOUR CHIRPY ADOLESCENT IDEALISM AND GOOD HUMOR HAVE GRATED ON ME SINCE **MOONSTONE** INVEIGLED YOU ONTO THE TEAM.

IT WILL BE A PLEASURE TO STILL YOUR **IRRITATINGLY CHEERFUL** TONGUE FOREVER.

DO IT, **ZEMO**. MAYBE I'LL BE **DEAD** -- BUT YOU'LL STILL BE A **JERK**.







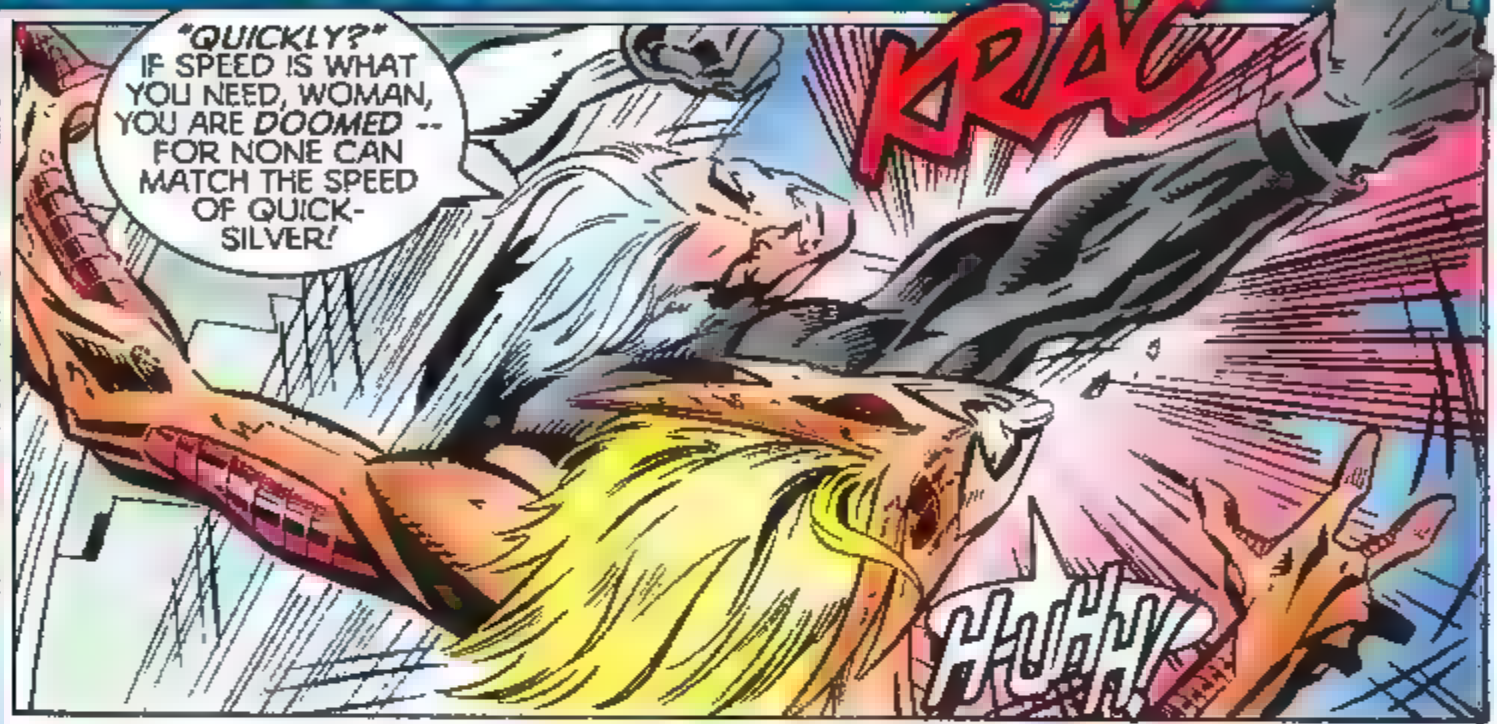
DEATH!

HEADS UP, TEAM!

I CAN COLLAPSE THE LENGTH OF THE CORRIDOR -- KEEP ANY BUT THESE TWO FROM GETTING THROUGH -- BUT WE'VE GOT TO TAKE THEM OUT QUICKLY!



Aw, NUTS!



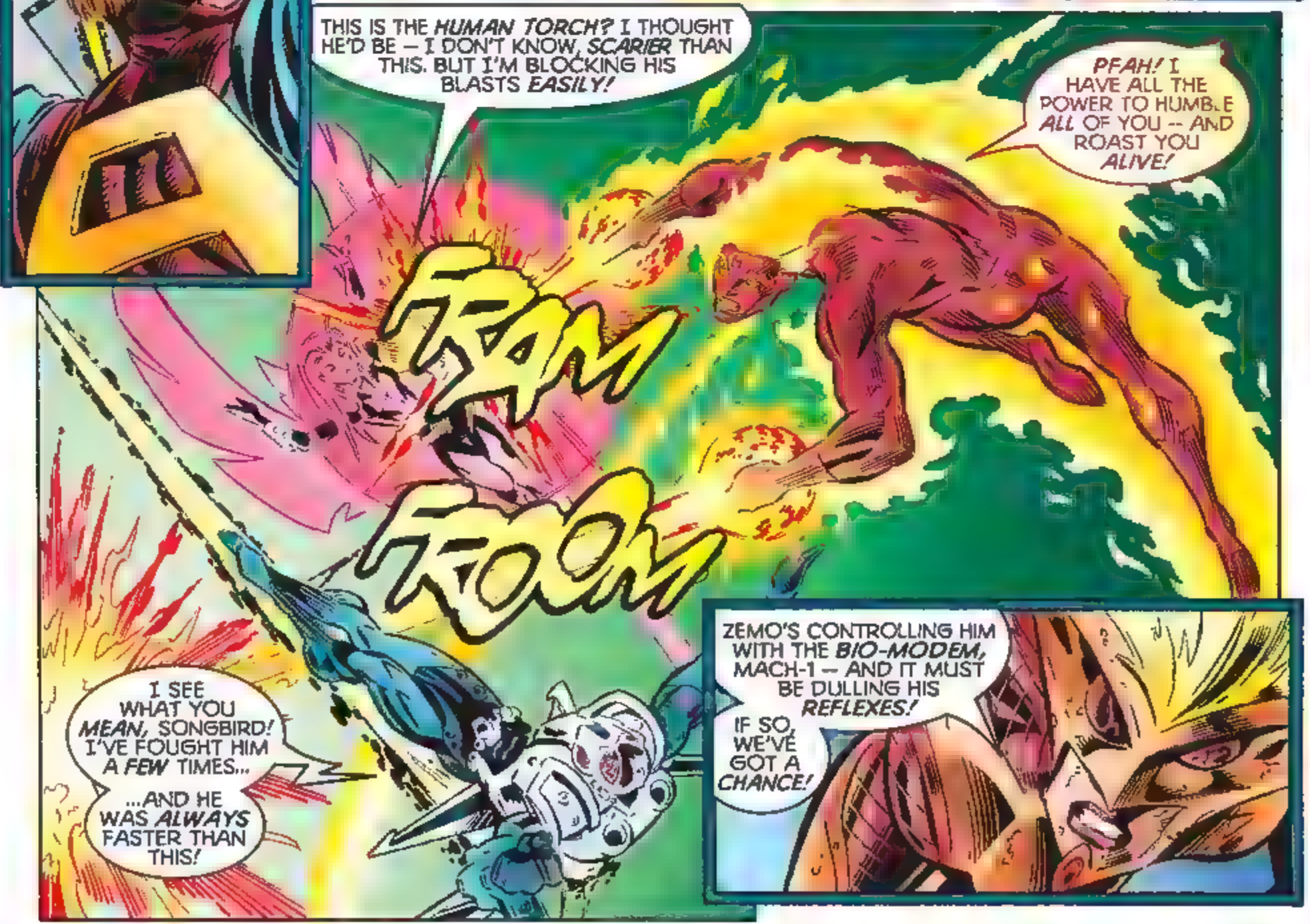
"QUICKLY?" IF SPEED IS WHAT YOU NEED, WOMAN, YOU ARE DOOMED -- FOR NONE CAN MATCH THE SPEED OF QUICK-SILVER!

KRAC

HUFF!

THIS IS THE HUMAN TORCH? I THOUGHT HE'D BE -- I DON'T KNOW, SCARIER THAN THIS. BUT I'M BLOCKING HIS BLASTS EASILY!

PFAH! I HAVE ALL THE POWER TO HUMBLE ALL OF YOU -- AND ROAST YOU ALIVE!

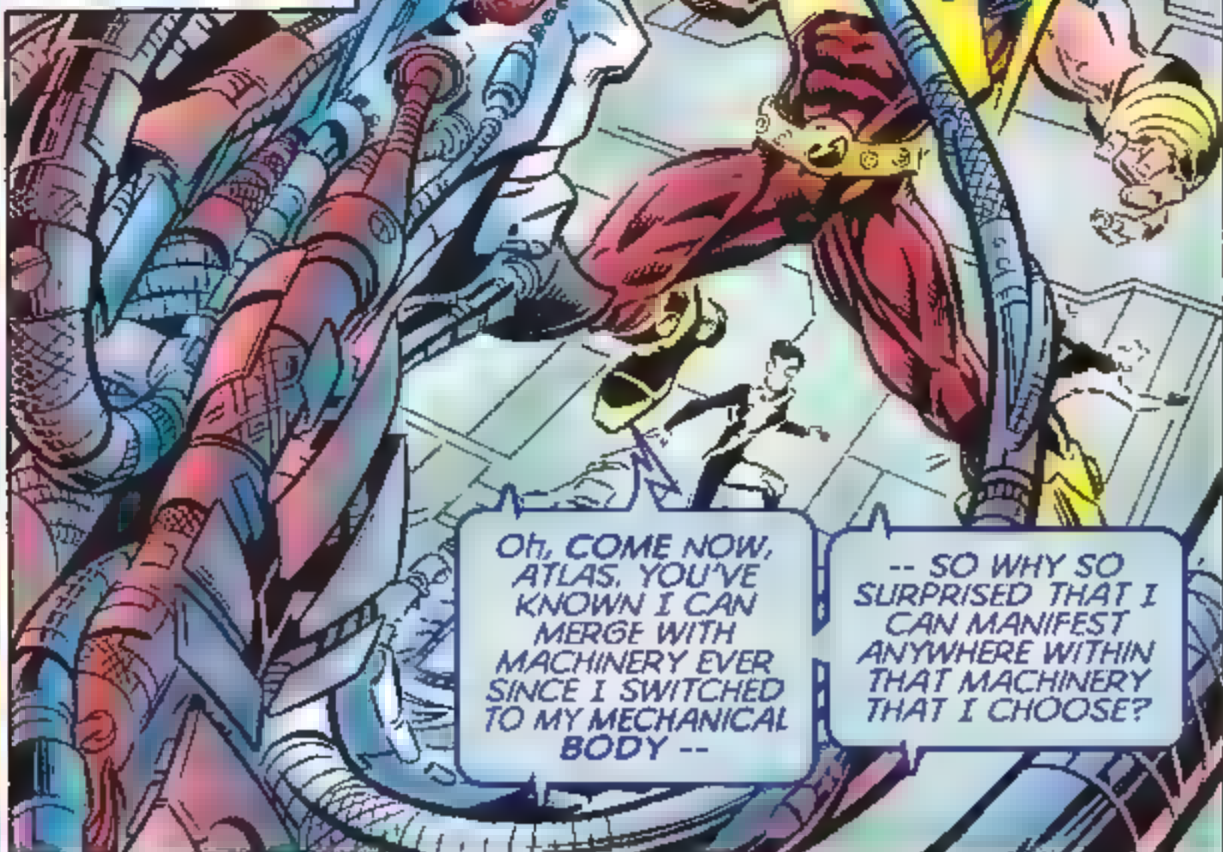
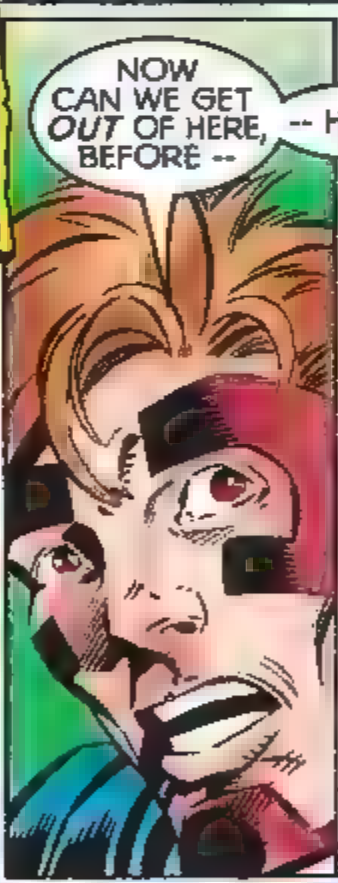
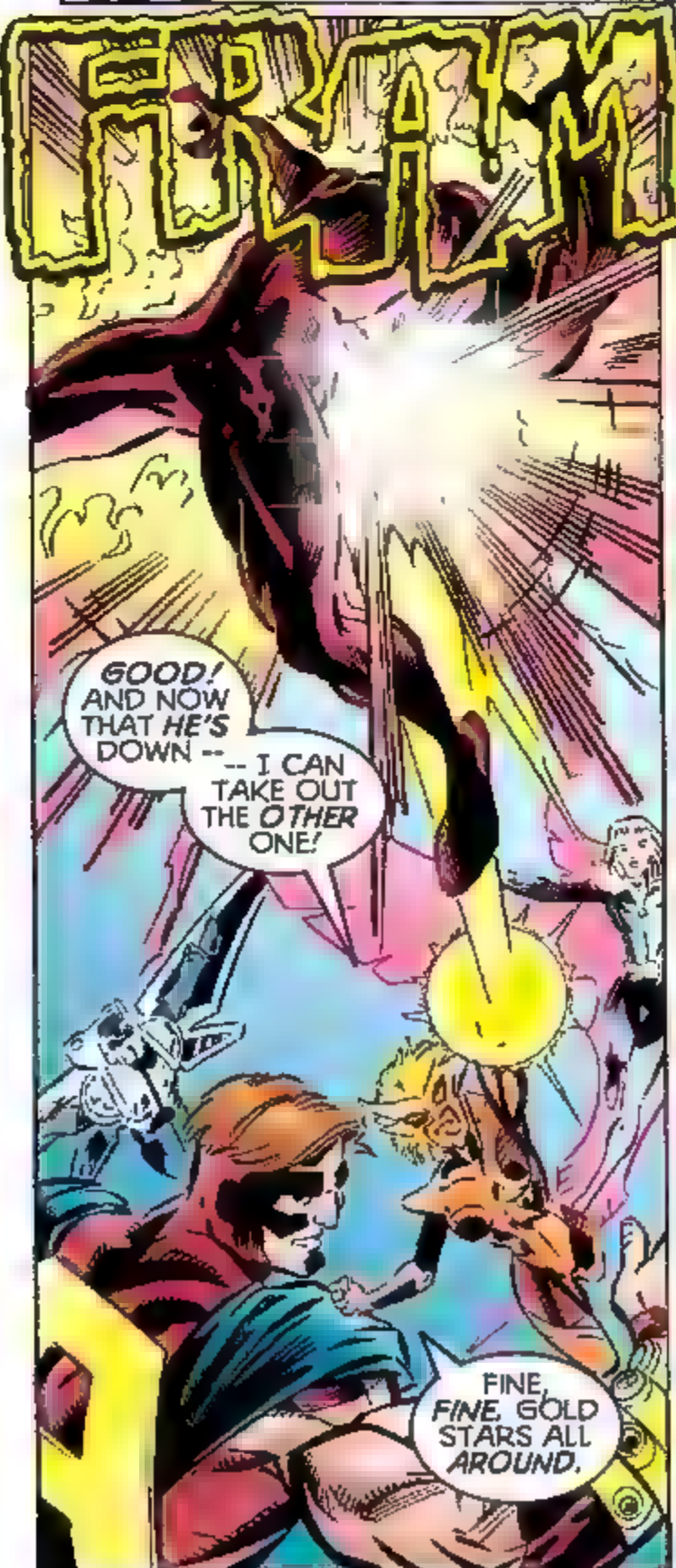
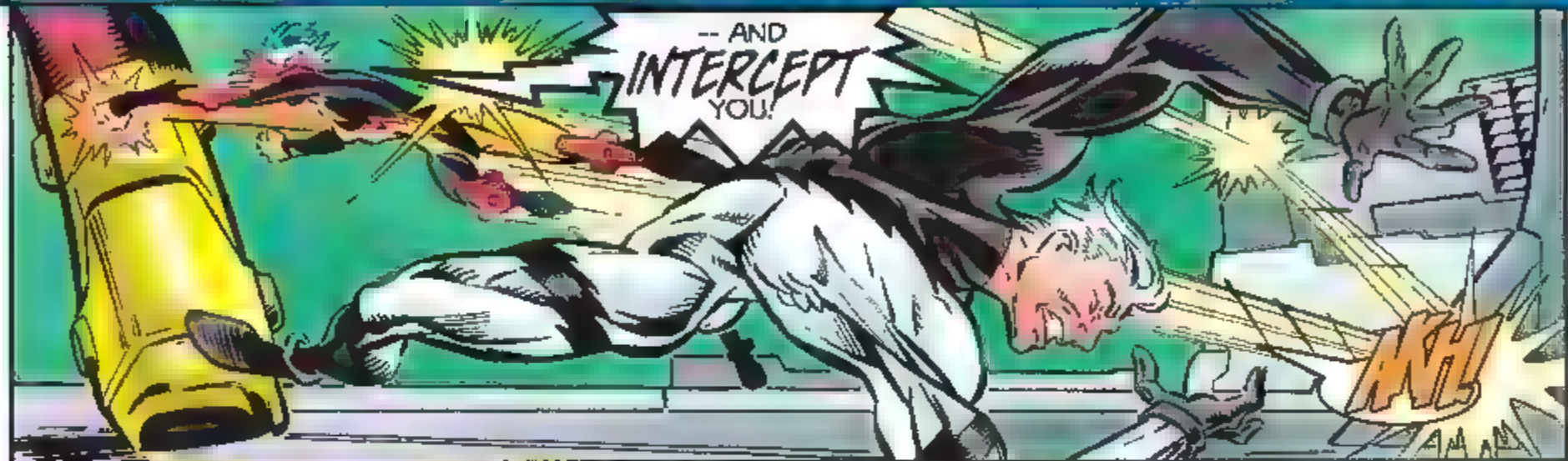
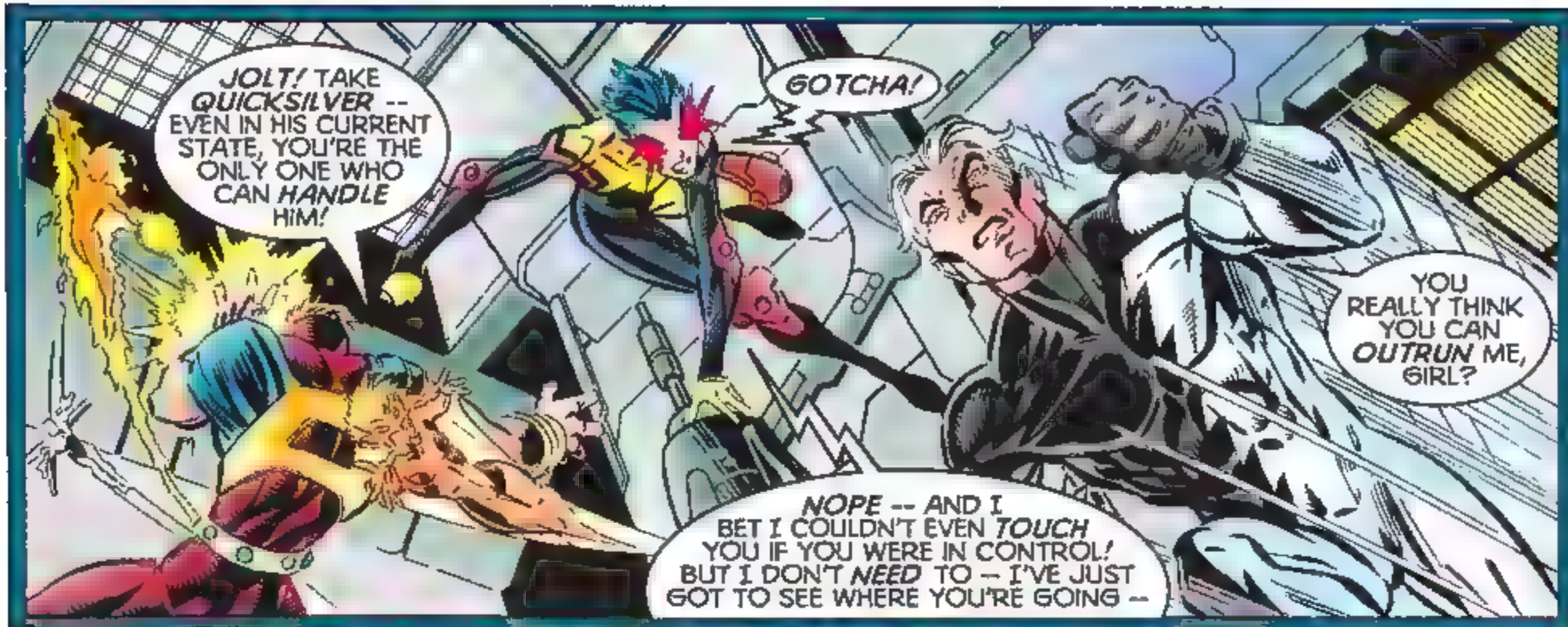


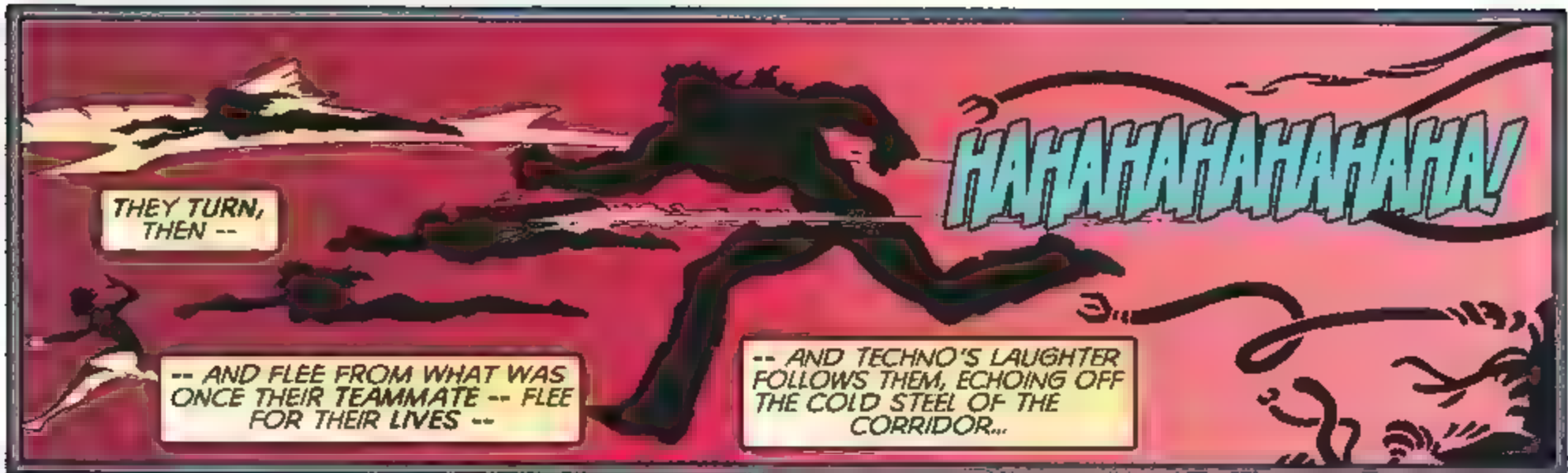
I SEE WHAT YOU MEAN, SONGBIRD! I'VE FOUGHT HIM A FEW TIMES...

...AND HE WAS ALWAYS FASTER THAN THIS!

ZEMO'S CONTROLLING HIM WITH THE BIO-MODEM, MACH-1 -- AND IT MUST BE DULLING HIS REFLEXES!

IF SO, WE'VE GOT A CHANCE!



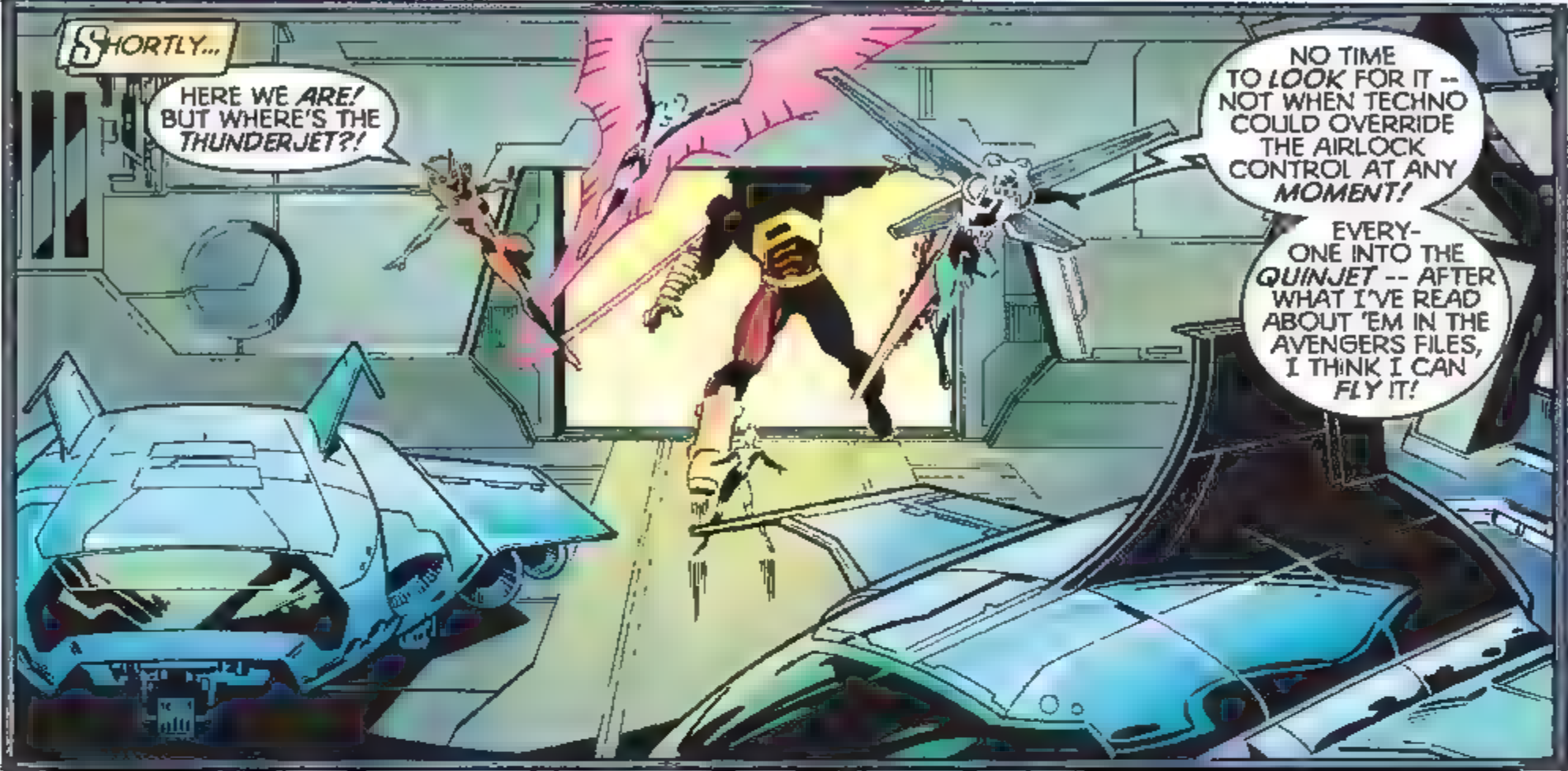


THEY TURN,
THEN --

HAHAHAHAHAHAHA!

-- AND FLEE FROM WHAT WAS
ONCE THEIR TEAMMATE -- FLEE
FOR THEIR LIVES --

-- AND TECHNO'S LAUGHTER
FOLLOWS THEM, ECHOING OFF
THE COLD STEEL OF THE
CORRIDOR...

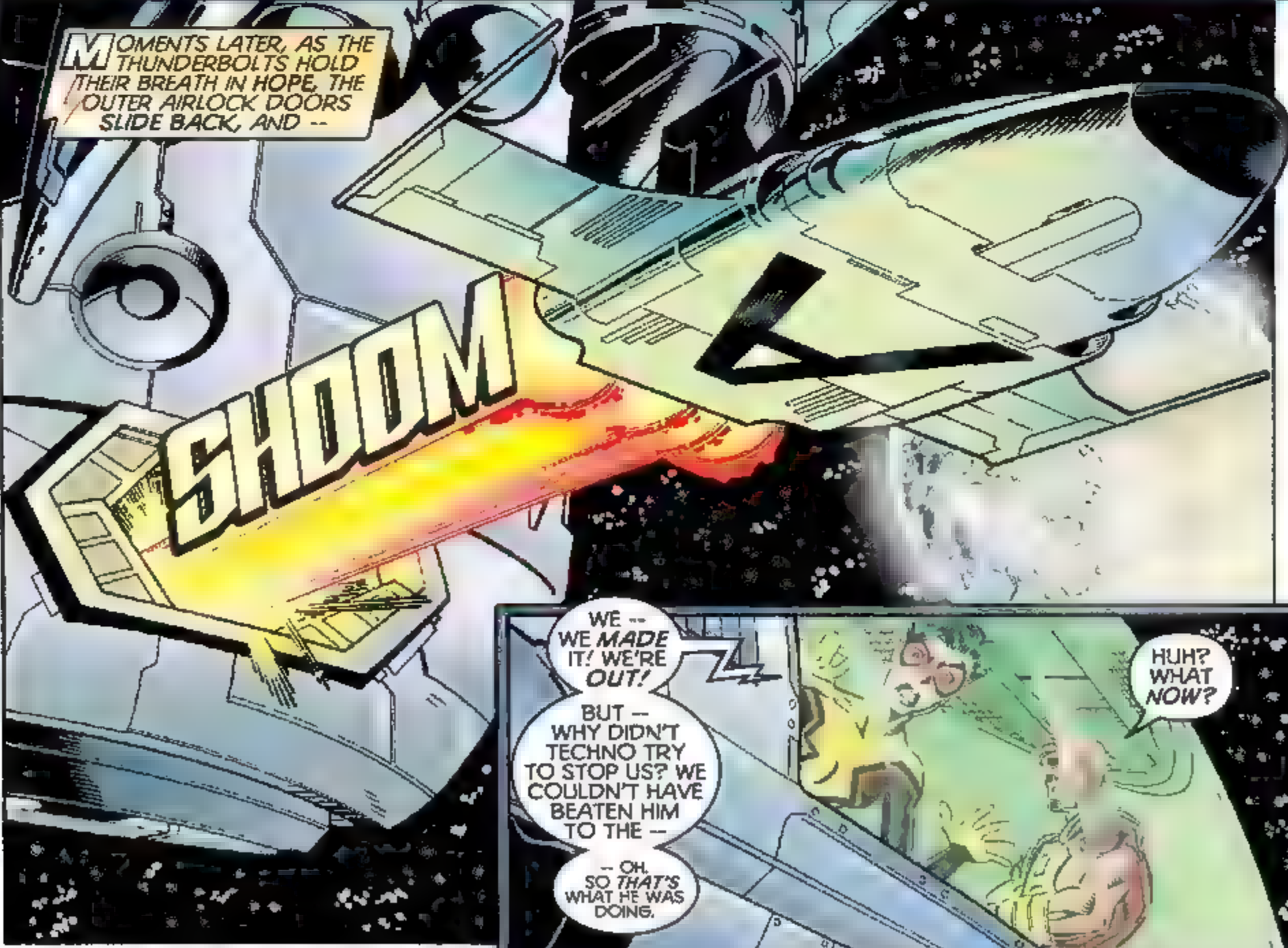


SHORTLY...

HERE WE ARE!
BUT WHERE'S THE
THUNDERJET?!

NO TIME
TO LOOK FOR IT --
NOT WHEN TECHNO
COULD OVERRIDE
THE AIRLOCK
CONTROL AT ANY
MOMENT!

EVERY-
ONE INTO THE
QUINJET -- AFTER
WHAT I'VE READ
ABOUT 'EM IN THE
AVENGERS FILES,
I THINK I CAN
FLY IT!



MOMENTS LATER, AS THE
THUNDERBOLTS HOLD
THEIR BREATH IN HOPE, THE
OUTER AIRLOCK DOORS
SLIDE BACK, AND --

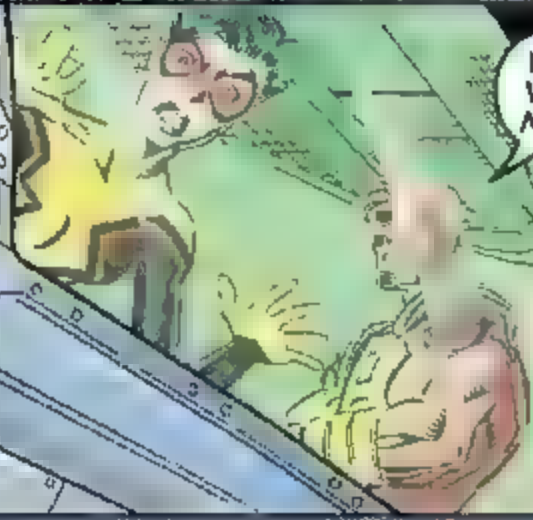
SHOOM

WE --
WE MADE
IT! WE'RE
OUT!

BUT --
WHY DIDN'T
TECHNO TRY
TO STOP US? WE
COULDN'T HAVE
BEATEN HIM
TO THE --

-- OH,
SO THAT'S
WHAT HE WAS
DOING.

HUH?
WHAT
NOW?





HAHAHAHAHAHA!

IMPRESSIVE ISN'T IT? I SWEAR -- THERE'S NO LIMIT TO WHAT I CAN DO WITH THIS BODY -- NONE AT ALL!

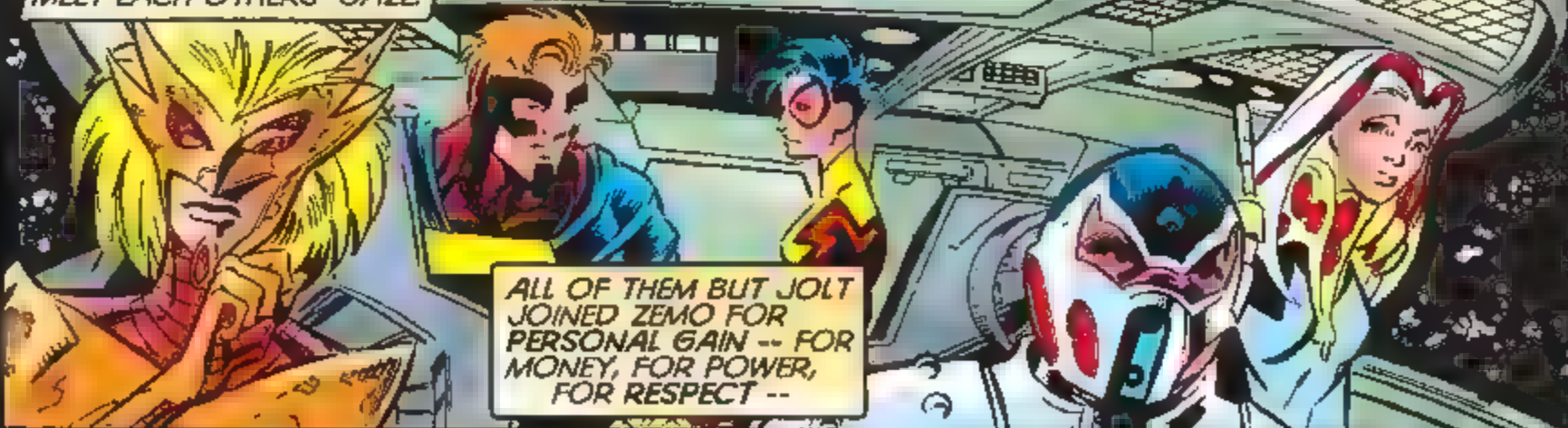
I JUST WANTED TO WISH YOU GOOD LUCK, THUNDERBOLTS -- AFTER ALL, YOU'LL NEED IT!

THE EARTH IS 47% ZEMO'S -- AND WITHIN THREE DAYS, IT'LL ALL BE HIS! SO WHERE ARE YOU GOING TO RUN TO -- WHERE CAN YOU HIDE?

THINK ON IT, THUNDERBOLTS -- AND ASK YOURSELVES --

-- HOW MUCH AIR DO YOU HAVE IN THAT QUINJET?

AND IN THE SHIP, THE THUNDERBOLTS EYE EACH OTHER NERVOUSLY, THEN TURN AWAY, UNABLE TO MEET EACH OTHERS' GAZE.



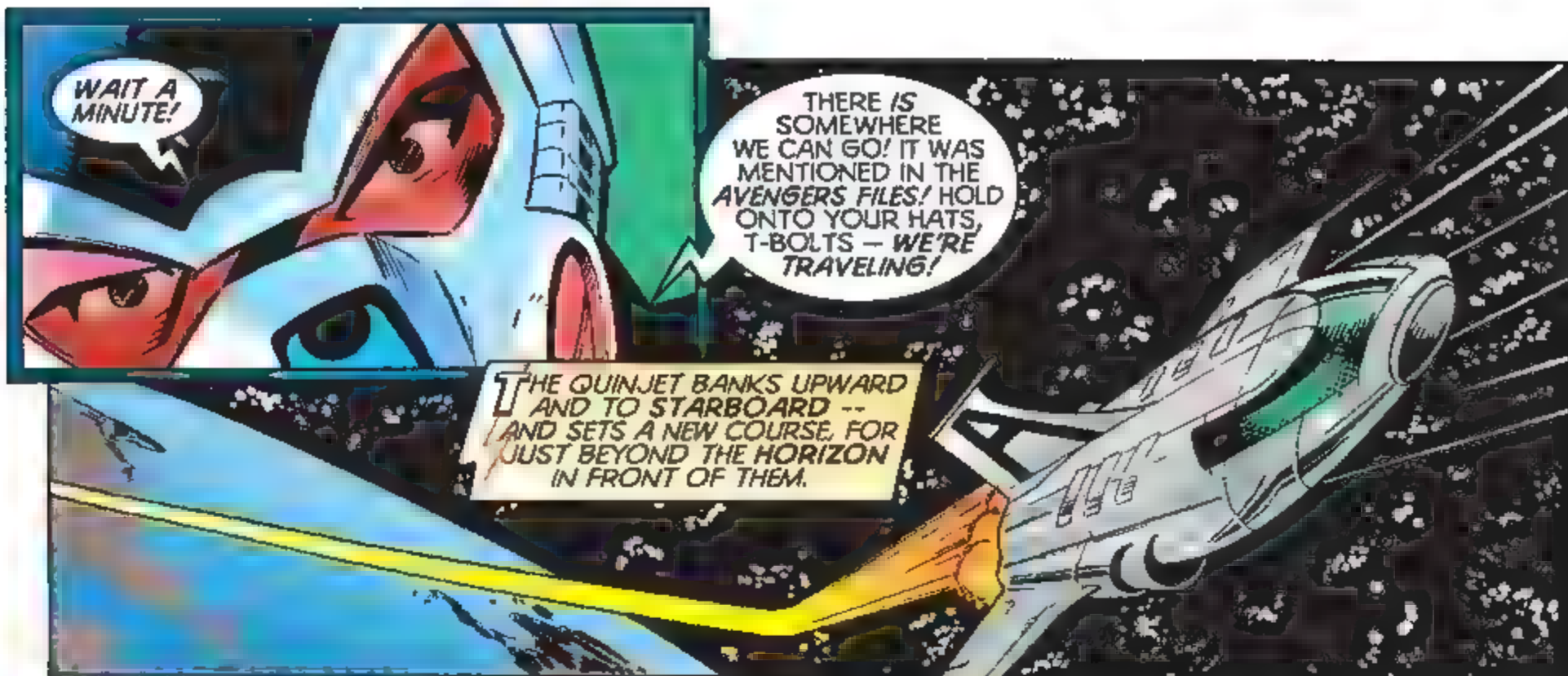
ALL OF THEM BUT JOLT JOINED ZEMO FOR PERSONAL GAIN -- FOR MONEY, FOR POWER, FOR RESPECT --

-- AND FOR A BRIEF MOMENT, THEY HAD EVERYTHING THEY WANTED, AND MORE.

BUT NOW THEY SKIM OVER THE EARTH, SEEING FLASHES OF LIGHT THAT INDICATE BATTLE ZONES BELOW --

-- AND THEY CAN'T DENY IT ANY LONGER. THEY'VE LOST EVERYTHING.

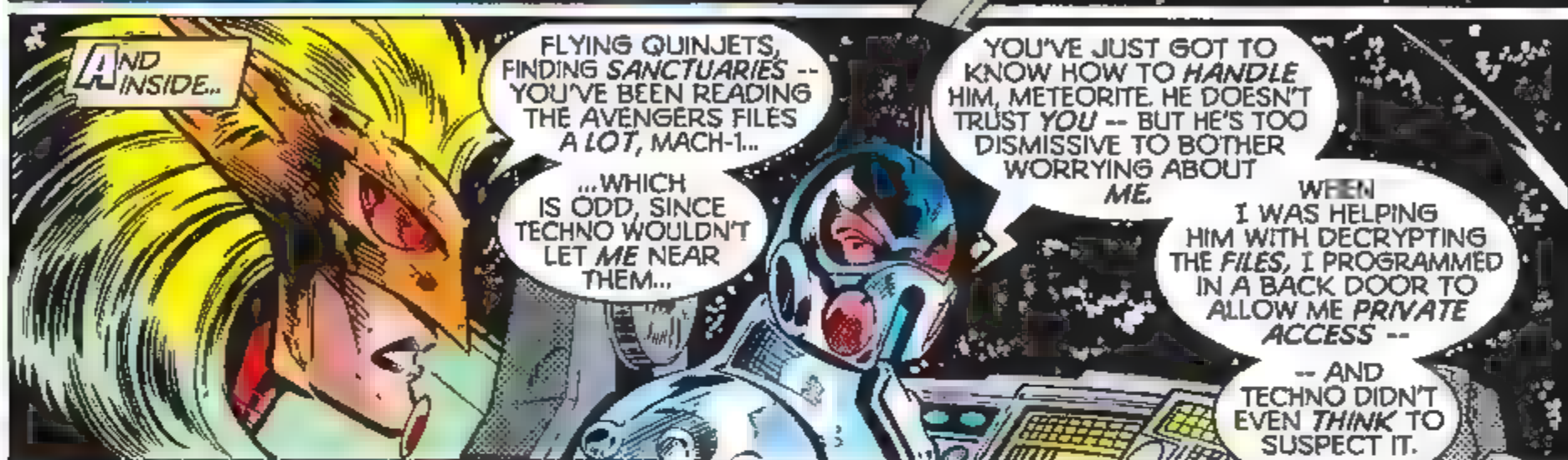
THERE ARE NO OPTIONS -- NOTHING THEY CAN DO, NOWHERE TO GO --



WAIT A MINUTE!

THERE IS SOMEWHERE WE CAN GO! IT WAS MENTIONED IN THE AVENGERS FILES! HOLD ONTO YOUR HATS, T-BOLTS -- WE'RE TRAVELING!

THE QUINJET BANKS UPWARD AND TO STARBOARD -- AND SETS A NEW COURSE, FOR JUST BEYOND THE HORIZON IN FRONT OF THEM.



AND INSIDE...

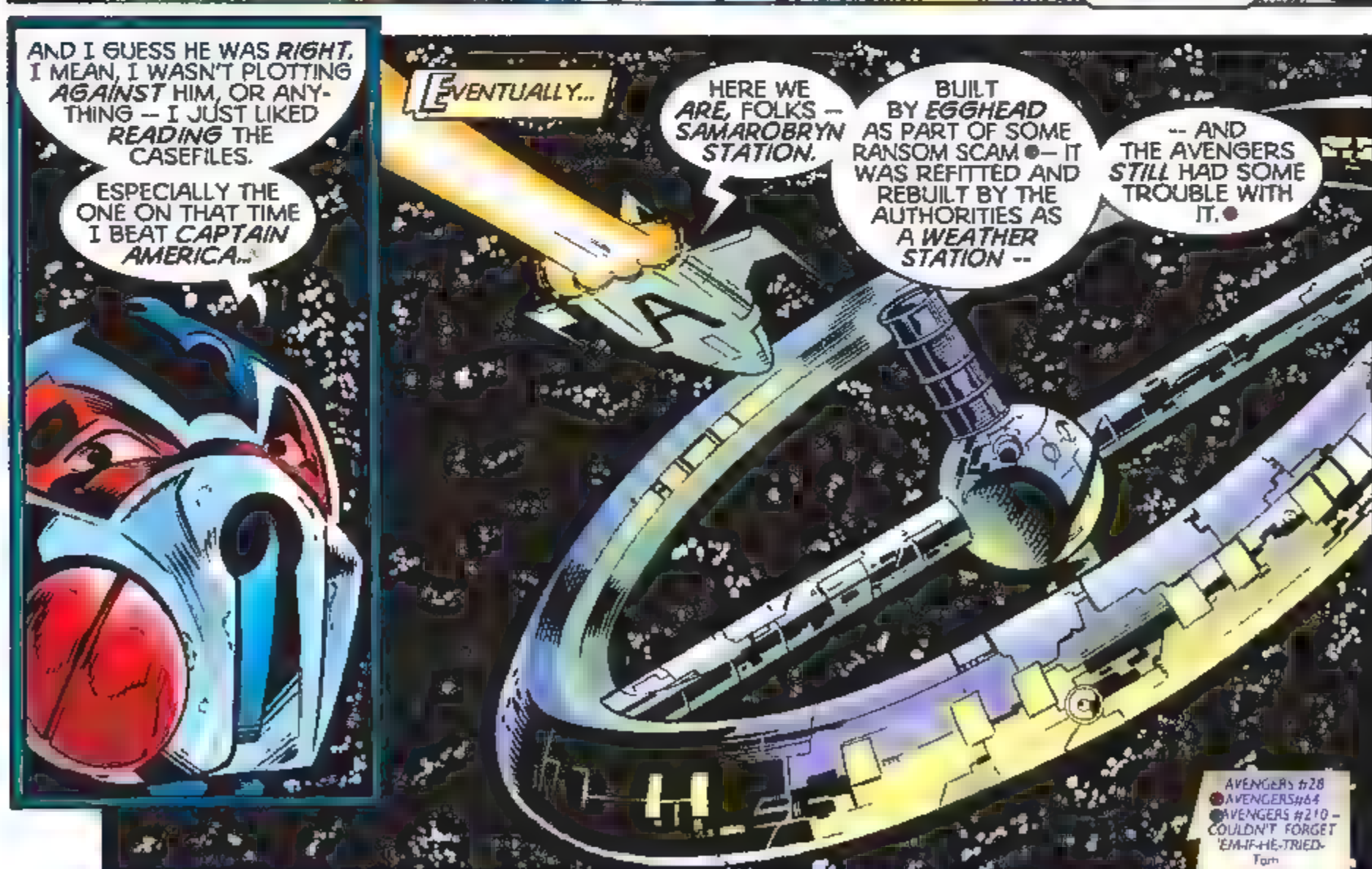
FLYING QUINJETS, FINDING SANCTUARIES -- YOU'VE BEEN READING THE AVENGERS FILES A LOT, MACH-1...

...WHICH IS ODD, SINCE TECHNO WOULDN'T LET ME NEAR THEM...

YOU'VE JUST GOT TO KNOW HOW TO HANDLE HIM, METEORITE. HE DOESN'T TRUST YOU -- BUT HE'S TOO DISMISSIVE TO BOTHER WORRYING ABOUT ME.

WHEN I WAS HELPING HIM WITH DECRYPTING THE FILES, I PROGRAMMED IN A BACK DOOR TO ALLOW ME PRIVATE ACCESS --

-- AND TECHNO DIDN'T EVEN THINK TO SUSPECT IT.



AND I GUESS HE WAS RIGHT. I MEAN, I WASN'T PLOTTING AGAINST HIM, OR ANYTHING -- I JUST LIKED READING THE CASEFILES.

ESPECIALLY THE ONE ON THAT TIME I BEAT CAPTAIN AMERICA...

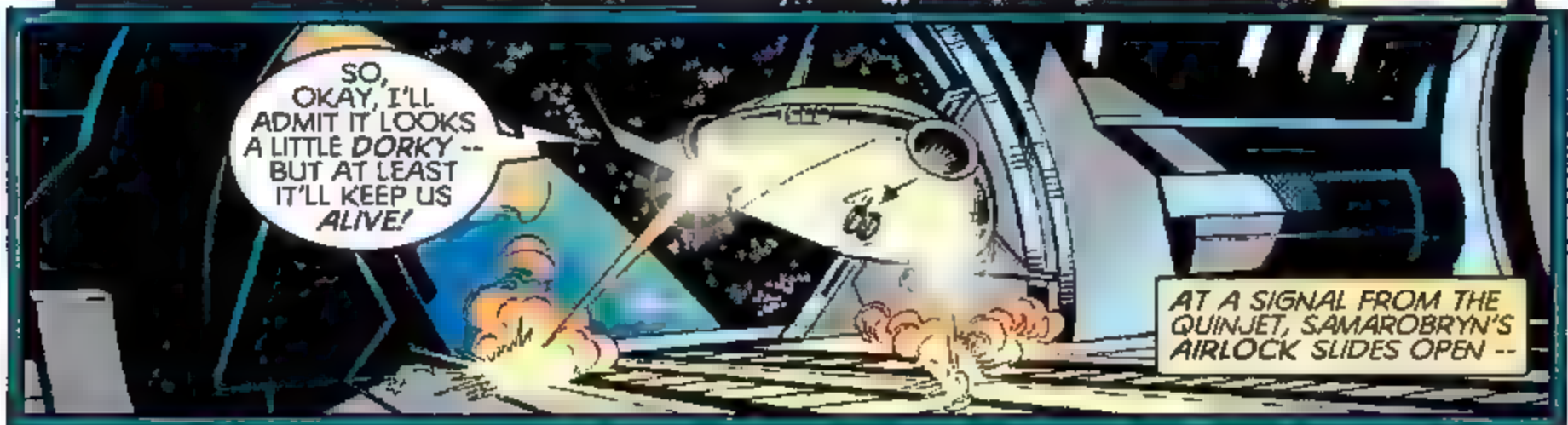
EVENTUALLY...

HERE WE ARE, FOLKS -- SAMAROBRYN STATION.

BUILT BY EGGHEAD AS PART OF SOME RANSOM SCAM -- IT WAS REFITTED AND REBUILT BY THE AUTHORITIES AS A WEATHER STATION --

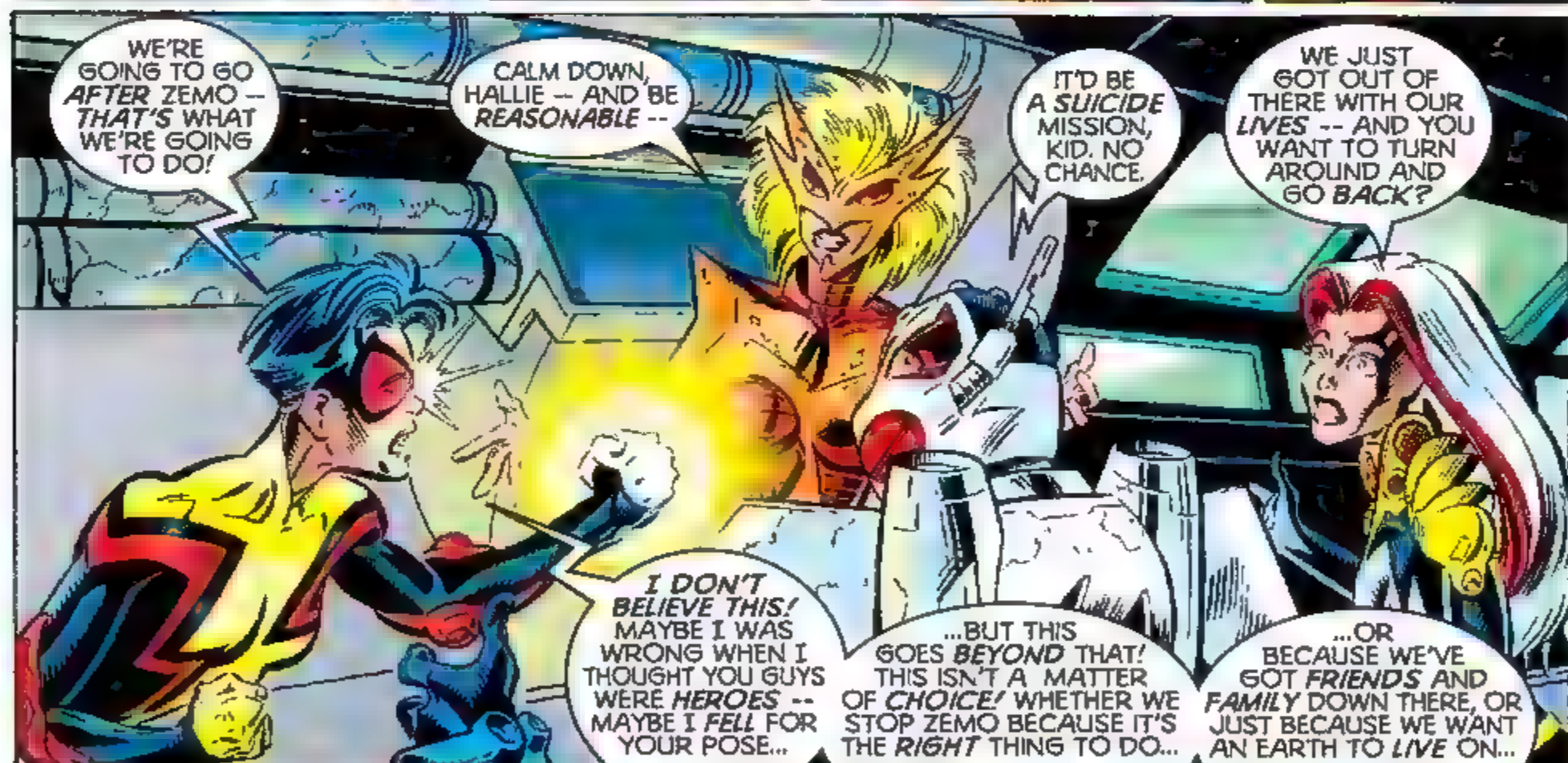
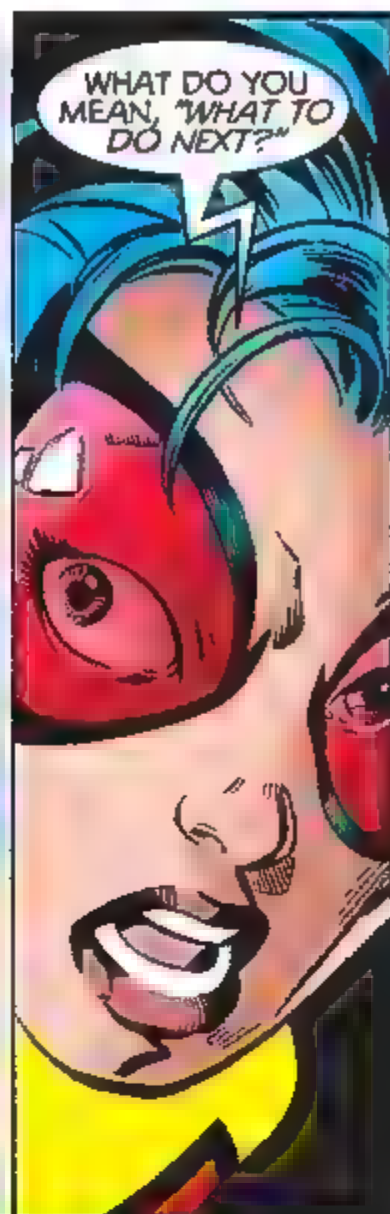
-- AND THE AVENGERS STILL HAD SOME TROUBLE WITH IT.

AVENGERS #28
AVENGERS #64
AVENGERS #210 --
COULDN'T FORGET
'EM-IF-HE-TRIED-
Tom



SO, OKAY, I'LL ADMIT IT LOOKS A LITTLE DORKY -- BUT AT LEAST IT'LL KEEP US ALIVE!

AT A SIGNAL FROM THE QUINJET, SAMAROBRYN'S AIRLOCK SLIDES OPEN --



YOU
HAVE NO IDEA
HOW GLAD I AM
TO HEAR YOU
SAY
THAT...

WHAT?

HUH?

WHO?

IRON MAN!

THEY THOUGHT
THEY WERE SAFE.

THEY THOUGHT THEY'D
ESCAPED FROM ZEMO
AND ALL HIS THRALLS --
ESPECIALLY THEIR OLD
ENEMIES IN THE AVENGERS.

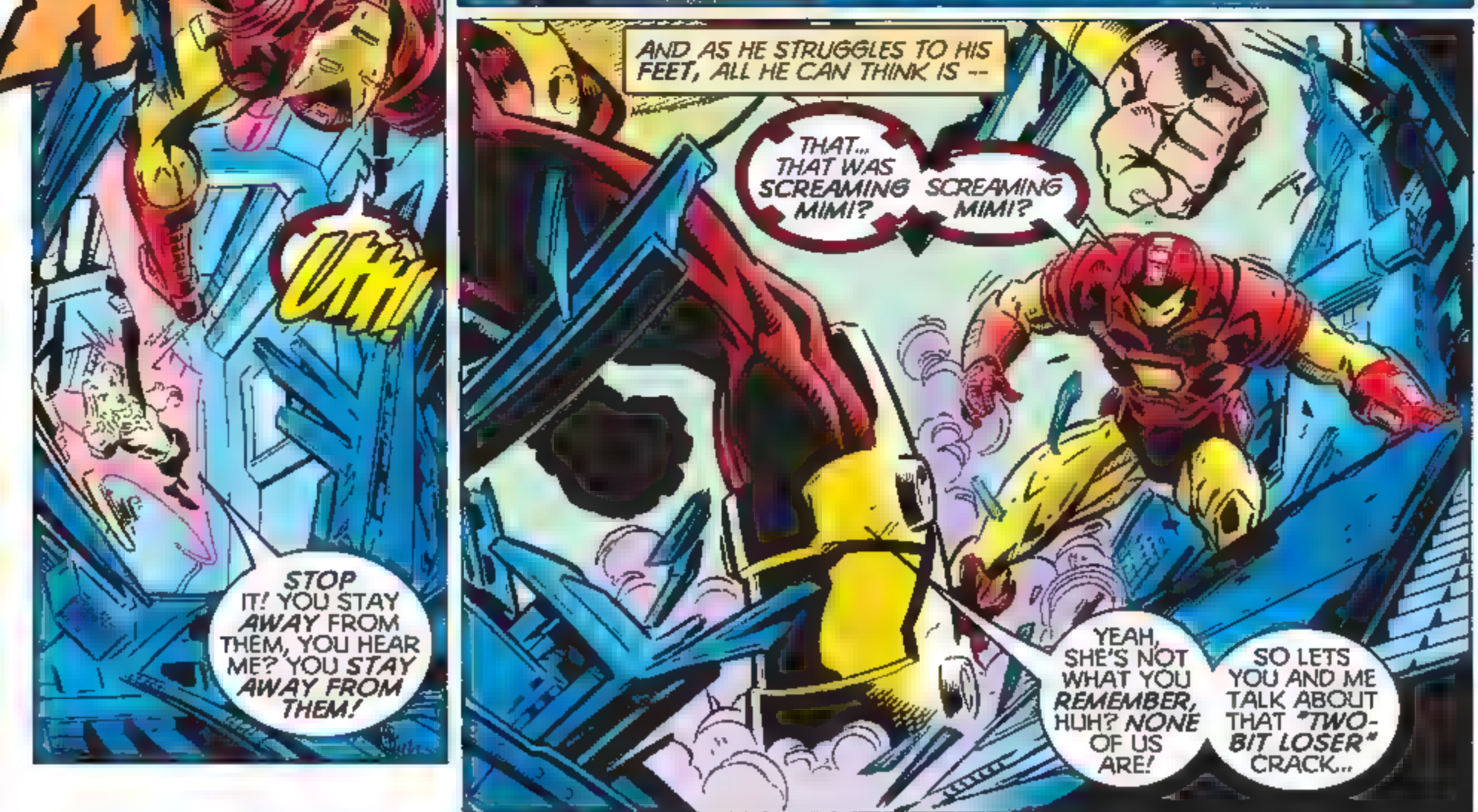
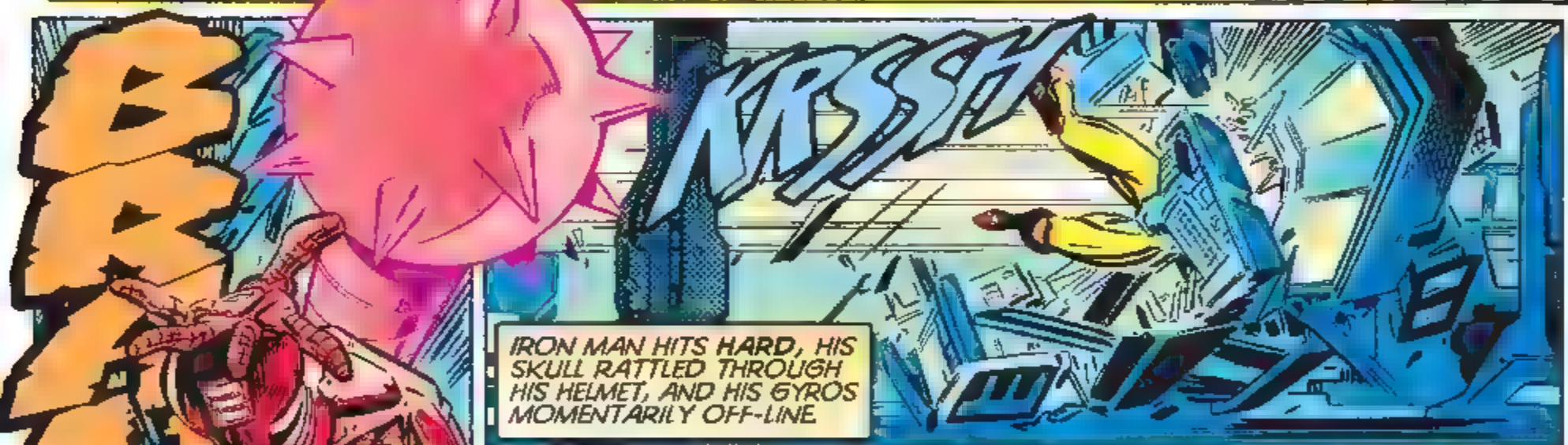
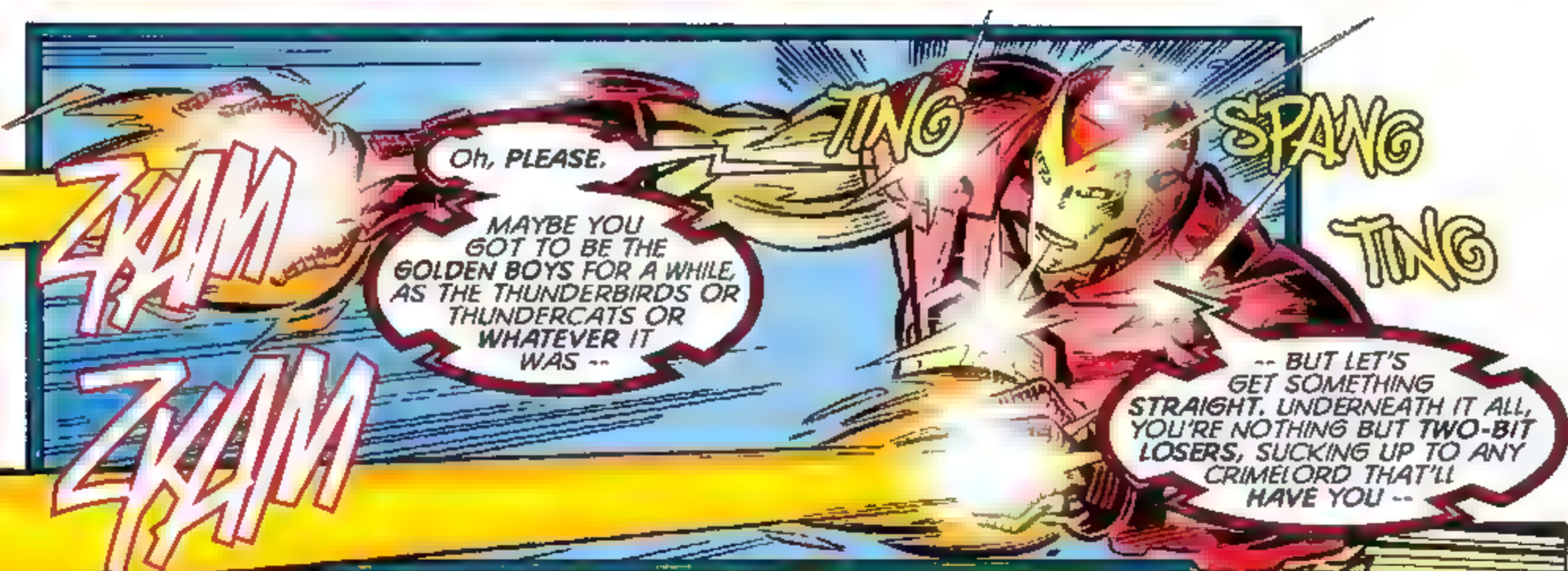
THEY THOUGHT THEY WERE
ALONE -- ONLY TO FIND OUT
THAT WASN'T TRUE. SO IT'S
UNDERSTANDABLE, PERHAPS,
THAT THEIR FIRST REACTION IS --

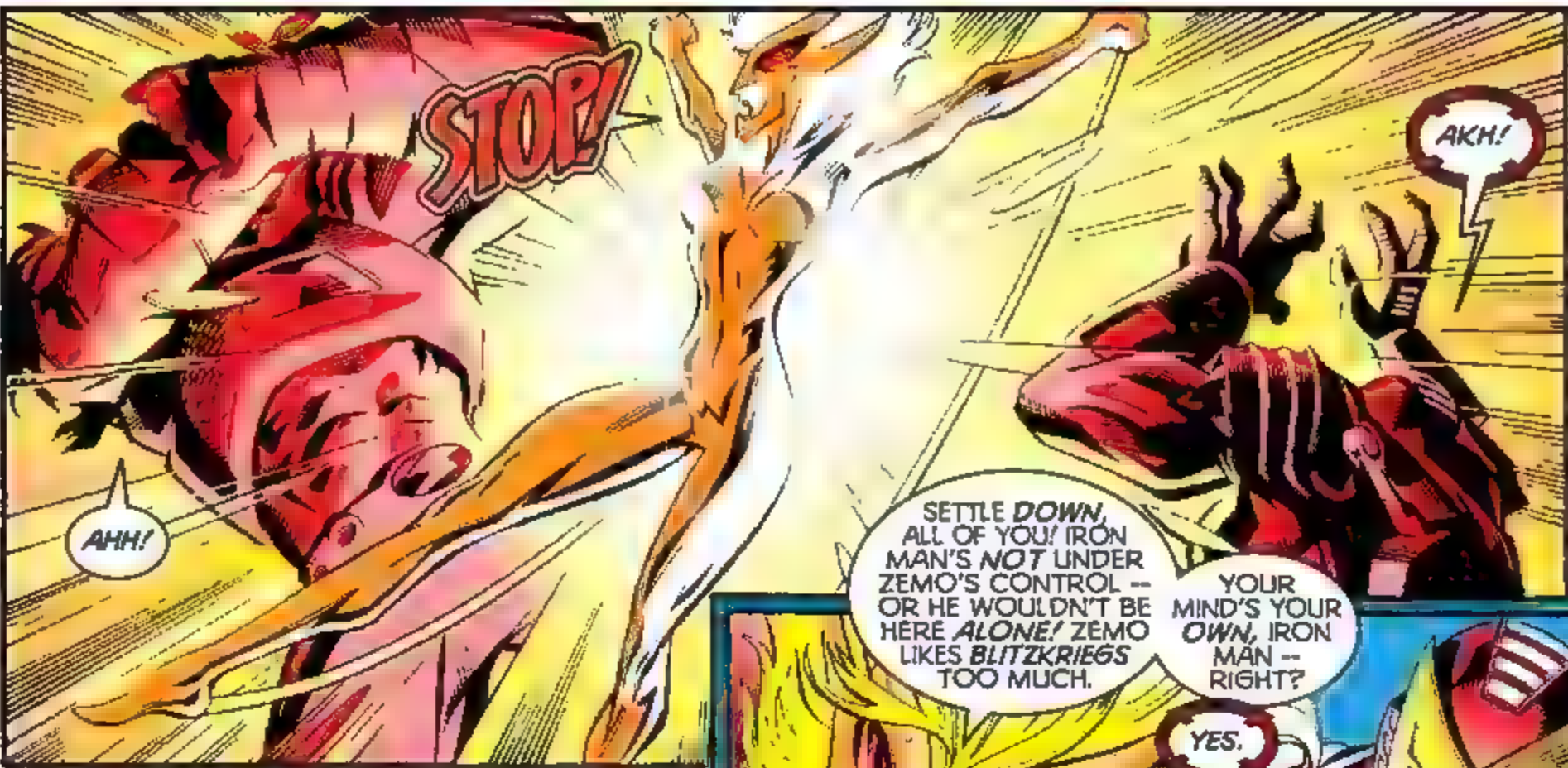
BR A K K A K K K A

GET HIM!
QUICKLY --
BEFORE HE CAN
ATTACK!

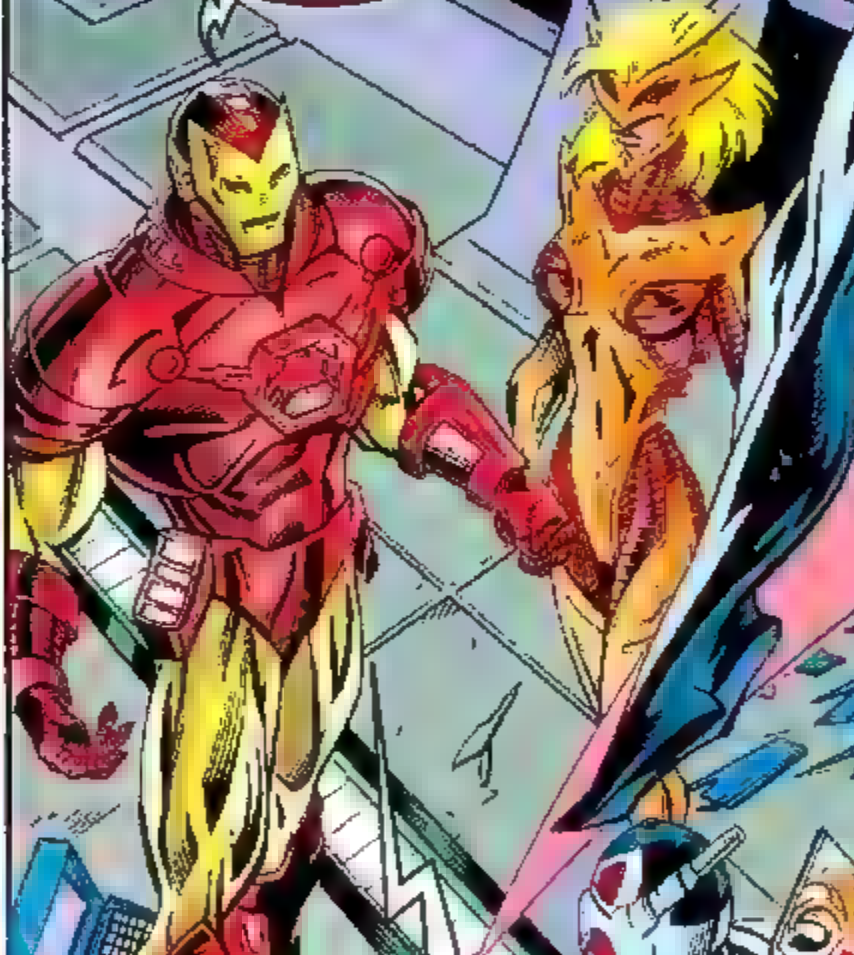
YOU
DON'T HAVE
TO SAY IT TWICE,
MACH-1! TRUST
ME --

-- HE'S
GOT!





MY ARMOR -- OR MY MIND -- HAS BEEN TAKEN OVER A LITTLE TOO OFTEN IN THE PAST TO SUIT ME.



...SO I BUILT SOME SAFEGUARDS INTO THE SUIT THAT KEPT ME FROM BEING CONTROLLED.

I ACTED LIKE THE OTHERS TO FIND OUT WHAT WAS GOING ON, BUT SLIPPED AWAY AND FOLLOWED YOU WHEN YOU ESCAPED.

I FIGURED ANYONE ZEMO WAS THAT MAD AT MIGHT BE SOME HELP IN TAKING HIM DOWN.



SETTLE DOWN, ALL OF YOU! IRON MAN'S NOT UNDER ZEMO'S CONTROL -- OR HE WOULDN'T BE HERE ALONE! ZEMO LIKES BLITZKRIEGS TOO MUCH.

YOUR MIND'S YOUR OWN, IRON MAN -- RIGHT?

YES.

THIS IS GREAT -- THIS IS SO GREAT! WITH AN AVENGER ON OUR SIDE, I KNOW WE'RE GOING TO WIN!

WHAT DO YOU THINK WE SHOULD DO, IRON MAN?

LET'S GET SOMETHING STRAIGHT, MISS. I DON'T LIKE YOUR FRIENDS, AND I DON'T LIKE WHAT YOU DID TO THE WORLD WHILE WE WERE GONE.

THE ONLY REASON I'M HERE IS THAT WE SIX MAY BE EARTH'S ONLY HOPE -- BUT DON'T EXPECT ME TO BE CHEERFUL ABOUT IT.

THAT SAID, YOU KNOW MORE ABOUT HIS PLANS THAN I DO -- WHY DON'T YOU FILL ME IN?

AND SHORTLY...

SO THIS "BIO-MODEM" THAT'S CONTROLLING THE OTHERS -- IT CONTROLS THE HUMAN MIND LIKE IT WAS AN ORGANIC MACHINE?

ANY WAY AROUND IT?

WELL, MACH-1 SNAPPED ZEMO OUT OF ITS CONTROL ONCE -- WHEN THE ENCLAVE USED IT ON US...

SPIDER-MAN TEAM UP #7
- Tom

TRUE, BUT I CAN'T QUITE SEE SNAPPING, SAY, CAPTAIN AMERICA AWAKE -- ONLY TO FIND HIMSELF FACE-TO-FACE WITH KNOWN FELONS.

NO, HE'D PROBABLY OBJECT TO THAT -- I CAN SEE WHY YOU WOULDN'T CONSIDER YOUR HISTORY AN ASSET RIGHT NOW...

DON'T YOU GET HIGH AND MIGHTY WITH ME, MERCENARY!

YOU LIKE TO COME OFF LIKE SOME TIN-PLATED SAINT, BUT YOU TAKE A PAYCHECK FROM TONY STARK! YOU'RE IN NO POSITION TO --

WHOA, WHOA! REMEMBER, WE'RE ON THE SAME SIDE HERE!

AT LEAST FOR THE MOMENT, ANYWAY!

THERE MUST BE A WAY WE CAN GET AT THE BIO-MODEM -- DISABLE IT.

NOT A CHANCE, KID. TECHNO'S MERGED WITH THE STATION -- HE CAN SHIFT ITS CIRCUITRY AROUND, WHISK THE MODEM AWAY BEFORE WE GET NEAR IT.

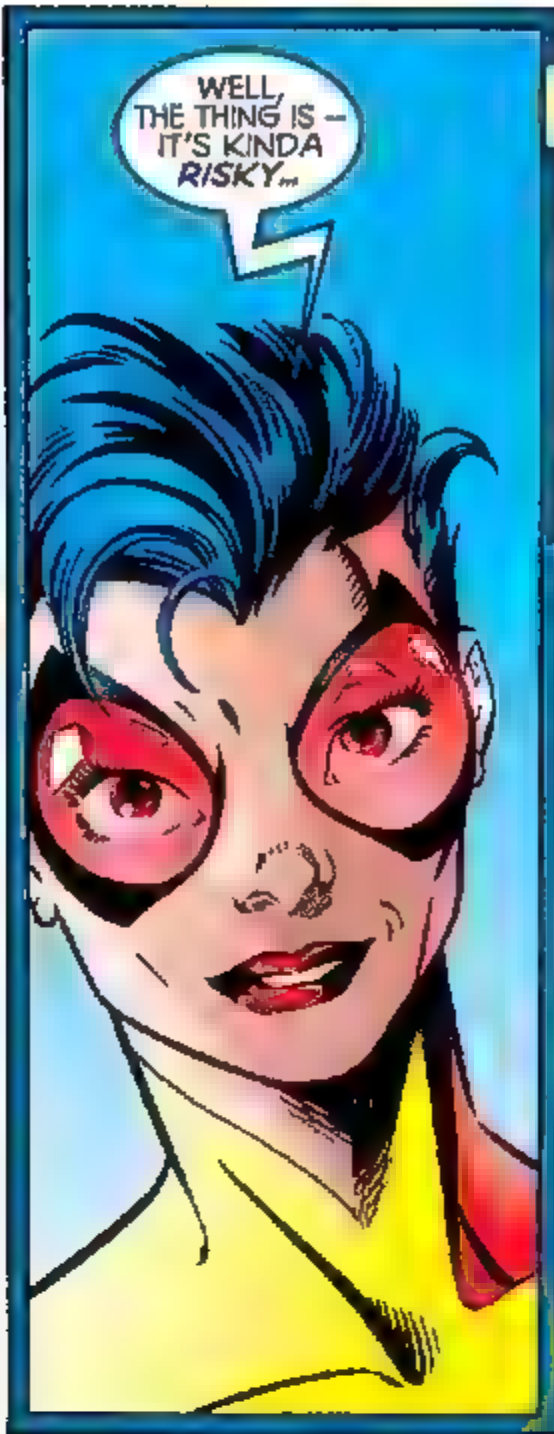
I CAN JAM THE SIGNAL, KEEP IT FROM PENETRATING MY HELMET -- AND MAYBE I COULD RIG UP SOMETHING THAT'LL PROTECT THE REST OF YOU --

-- BUT WE CAN'T SHIELD THE ENTIRE WORLD...

SO THE KEY TO IT ALL IS TECHNO. WE CAN'T DO ANYTHING WITHOUT TAKING HIM OUT FIRST.

MAYBE, MAYBE NOT. I'VE GOT AN IDEA WHAT WE COULD DO, IF MACH-1 AND IRON MAN CAN FIND A WAY TO GET US IN SAFELY...

YEAH? WHAT IS IT?



WELL, THE THING IS -- IT'S KINDA RISKY...



JOLT EXPLAINS HER PLAN...

...AND FOR THE NEXT FEW HOURS, AT LEAST, THERE IS LITTLE FOR MOST OF THE TEAM TO DO.

THEIR IMMEDIATE FUTURE, AND THAT OF THE WORLD, RESTS ON THE EFFORTS OF TWO MEN -- TWO UNLIKELY PARTNERS --



NICE WORK, BEETLE -- ER, JENKINS. I MAY NOT CARE FOR YOU PERSONALLY -- BUT I'VE GOT TO ADMIT, YOU'RE A GOOD MAN IN THE LAB.

I WOULDN'T HAVE EXPECTED THAT.

SAME BACK AT YOU, IRON MAN. I GUESS YOU MUST HAVE PICKED UP A THING OR TWO FROM TONY STARK, HUH?

IT'S FUNNY. I HAVEN'T HAD MUCH CHANCE TO USE THEM -- BUT WHAT GOT ME INTO THIS GAME IN THE FIRST PLACE WAS MY ENGINEERING SKILLS.

I WAS A HERO. I WAS RESPECTED. LOOKED UP TO. APPLAUDED.

YEAH, MY ENGINEERING SKILLS -- AND THE DESIRE TO BE SOMEONE TO COUNT FOR SOMETHING. AND NOW LOOK AT ME.



SO IF I MAKE IT THROUGH THIS, DO I GO BACK TO BEING THE BEETLE? TO BEING A CROOK AND A LOSER?

EVEN IF I WANTED TO, COULD I BRING MYSELF TO DO THAT?



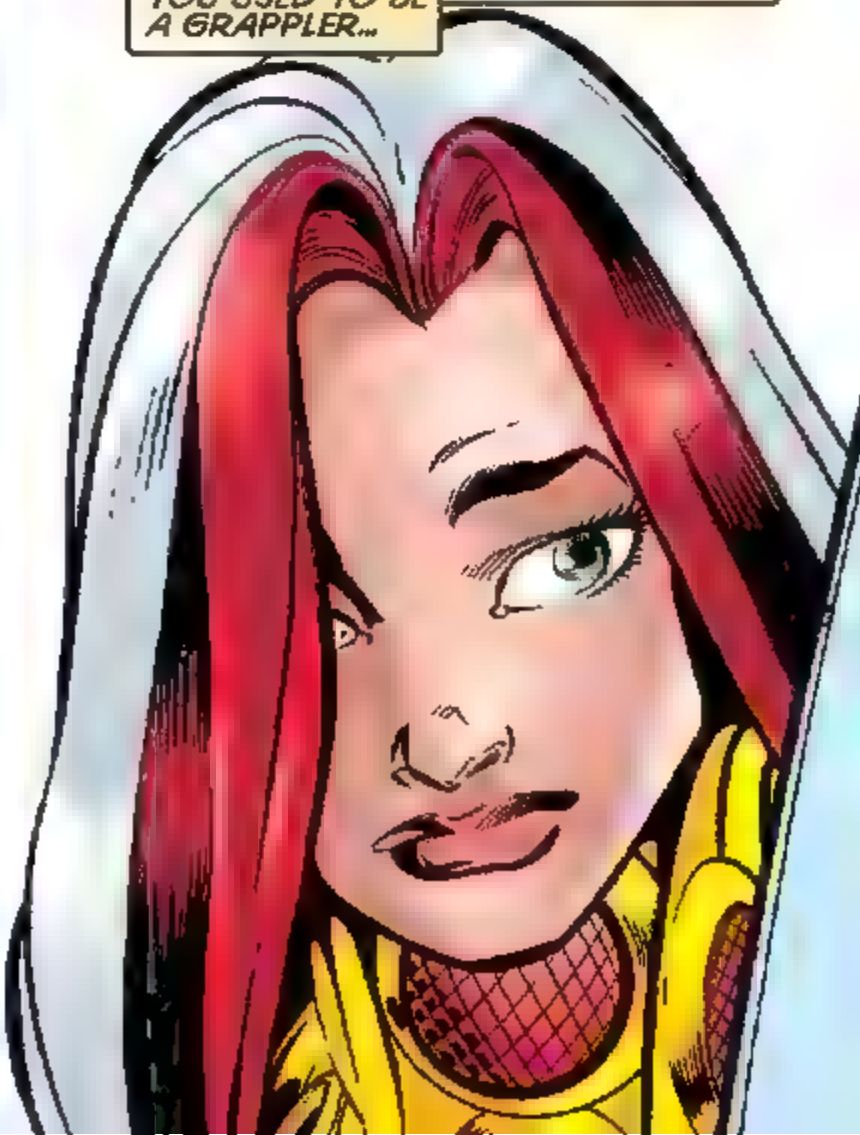
ELSEWHERE, SONGBIRD WATCHES EARTH TURN SLOWLY BELOW, AND FINDS HERSELF THINKING ABOUT DEATH. SHE KNOWS HOW RISKY THE PLAN IS.

SHE KNOWS WHAT COULD HAPPEN, AND THE THOUGHT TERRIFIES HER.

BUT NO, SHE TELLS HERSELF. THIS IS WHAT YOU GET FOR LETTING YOURSELF OPEN UP -- FOR LETTING YOURSELF CARE, AND HOPE, AND DREAM.

YOU USED TO BE TOUGH. YOU USED TO BE A GRAPPLER, TO BE SCREAMING MIMI.

YOU USED TO BE A GRAPPLER...



NEARBY, ATLAS PACES, ENDLESSLY CIRCLING THE STATION. HIS THOUGHTS, TOO, KEEP RETURNING TO THE SAME SUBJECT, BUT IN HIS CASE, IT'S...

BETRAYAL. THAT'S ALL MY LIFE AMOUNTS TO, ISN'T IT? I BETRAYED MY SISTER, RUNNIN' OFF AND LETTIN' HER GET KILLED.

I BETRAYED DALLAS BY LYIN' TO HER, LETTIN' HER FALL FOR WHO SHE THOUGHT I WAS. AND I EVEN BETRAYED ZEMO.

HE SAVED MY LIFE, RESCUED ME FROM KOSMOS -- AND HOW DO I REPAY HIM? I HIT HIM FROM BEHIND, BLINDSIDE HIM WHEN HE TRUSTED ME.

BUT I COULDN'T LET HIM KILL JOLT -- IT'D HAVE BEEN LIKE BETRAYIN' LINDY ALL OVER AGAIN. I JUST COULDN'T DO IT.

AS SHOWN IN THUNDERBOLTS '97
- Tom.

SO HERE I AM, WORKIN' WITH AN ENEMY TO MAKE AN ASSAULT ON A MAN I OWE MY LIFE TO. I DON'T KNOW WHICH SIDE I'M ON.

I DON'T KNOW WHAT I'M GONNA DO. ALL I KNOW -- IS THAT WHATEVER I DO, I'M GONNA END UP BETRAYIN' SOMEONE. AGAIN.

HIGH ABOVE, IN THE UPPER REACHES OF THE SPACE STATION, JOLT SITS, KICKING HER FEET AND TRYING TO MAKE SENSE OF THINGS.

EVEN NOW, KNOWING THE TRUTH, SHE HAS A TOUGH TIME THINKING OF THEM AS CRIMINALS. ABE, MELISSA -- EVEN ERIK.

SHE KNOWS THEM -- KNOWS THEM AS PEOPLE, AND THAT MAKES IT HARD. BUT THEN, SHE THOUGHT SHE KNEW METEORITE -- MOONSTONE -- TOO.

SHE WAS HER FRIEND, SHE'D THOUGHT. HER PROTECTOR. AND IF SHE WAS THAT WRONG ABOUT HER, COULD SHE BE WRONG ABOUT THE OTHERS?

HOW MUCH OF THIS IS SHE DOING, SHE WONDERS, BECAUSE SHE WANTS TO PROVE SOMETHING --

-- TO BE A HERO, INSTEAD OF JUST AN IDIOT WHO GOT DUPED COMPLETELY --

-- AND HOW MUCH IS JUST THAT SHE'S GOT NOWHERE ELSE TO GO?

NEARBY, IN THE STATION COMMANDER'S PRIVATE QUARTERS...

FLASH

Ahh, THAT'S BETTER!

NOTHING LIKE FRESH CLOTHES TO HELP ME THINK MORE CLEARLY -- AND A NEW UNIFORM SYMBOLIZES NEW STARTS, NEW POSSIBILITIES.

IF I KNOW THE OTHERS, THEY'RE WALLOWING IN THE PAST, IN REGRETS, TRYING TO FIGURE OUT WHO THEY ARE, WHAT THEY WANT TO DO.

BUT I KNOW WHO I AM. I'VE ALWAYS KNOWN. AND I KNOW THAT IF I'M GOING TO SALVAGE SOMETHING FROM THIS MESS, I NEED TO THINK IT ALL THROUGH COLDLY, AND DECIDE ON MY BEST MOVE.

RIGHT NOW, THAT BEST MOVE LIES WITH JOLT AND IRON MAN --

-- SO THAT'S WHAT I DO, FOR NOW...

AND, BACK IN THE ELECTRONICS LAB...

OKAY, THIS SHOULD DO IT. IT'LL BLOCK RECEPTION OF THE BIO-MODEM SIGNAL IN A 300-YARD RADIUS AROUND IT, FOR MAYBE AN HOUR.

GOOD. I'LL TELL THE OTHERS WE'RE READY.

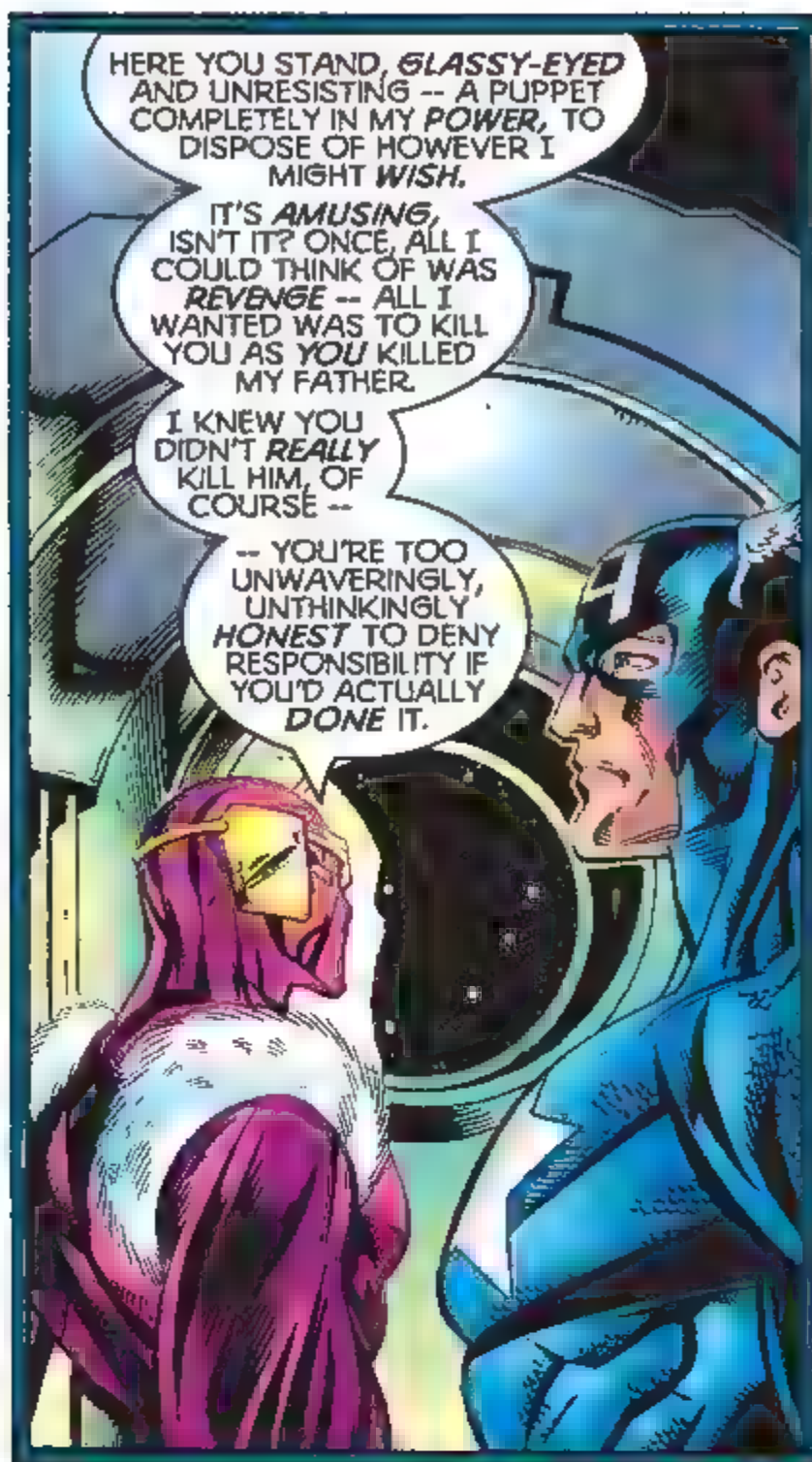
AS MACH-1 LEAVES, IRON MAN FINDS HIMSELF WONDERING ABOUT THESE THUNDERBOLTS. THEY'RE VILLAINS. HE KNOWS THAT --

-- BUT THEY JUST DON'T SEEM LIKE IT, SOMEHOW. HE COULDN'T SAY WHY, BUT THEY FEEL LIKE SOMETHING MORE TO HIM, SOMETHING DIFFERENT.

AND SOME OF THEM, LIKE THAT JOLT GIRL --

-- THEY DON'T SEEM ALL THAT DIFFERENT FROM PEOPLE HE'S SERVED WITH IN THE AVENGERS...

Ah, CAPTAIN AMERICA.

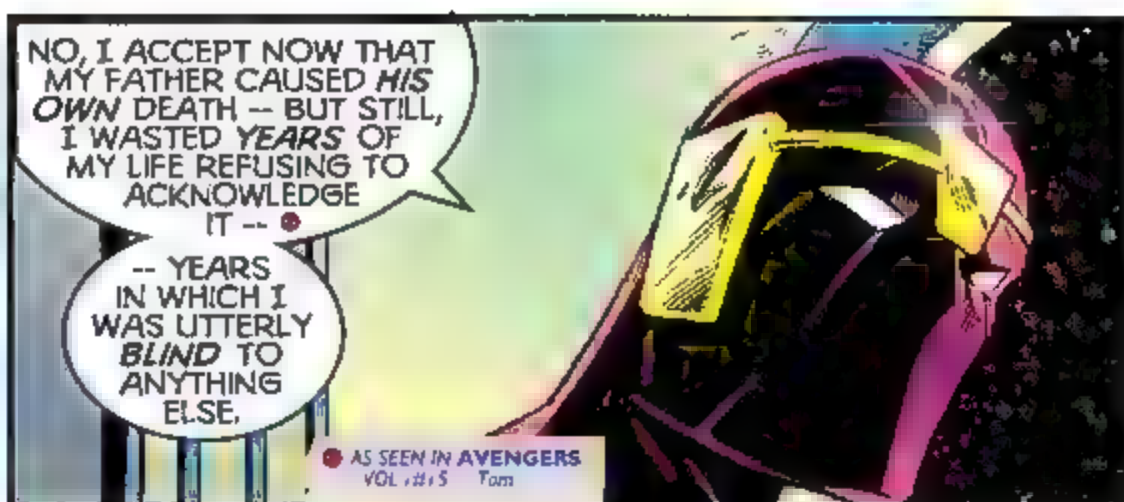


HERE YOU STAND, **GLASSY-EYED** AND UNRESISTING -- A PUPPET COMPLETELY IN MY **POWER**, TO DISPOSE OF HOWEVER I MIGHT **WISH**.

IT'S **AMUSING**, ISN'T IT? ONCE, ALL I COULD THINK OF WAS **REVENGE** -- ALL I WANTED WAS TO KILL YOU AS YOU KILLED MY FATHER.

I KNEW YOU DIDN'T **REALLY** KILL HIM, OF COURSE --

-- YOU'RE TOO UNWAVERINGLY, UNTHINKINGLY **HONEST** TO DENY RESPONSIBILITY IF YOU'D ACTUALLY **DONE** IT.



NO, I ACCEPT NOW THAT MY FATHER CAUSED **HIS OWN** DEATH -- BUT STILL, I WASTED **YEARS** OF MY LIFE REFUSING TO ACKNOWLEDGE IT --

-- YEARS IN WHICH I WAS UTTERLY **BLIND** TO ANYTHING ELSE.

● AS SEEN IN AVENGERS VOL. 1 #15 Tom



IT TOOK **YOUR** APPARENT DEATH TO MAKE ME LOOK PAST THAT --

-- TO MAKE ME REALIZE THAT INSTEAD OF SEEKING TO CLEAN UP MY FATHER'S **UNFINISHED BUSINESS** --

-- I SHOULD INSTEAD FOLLOW IN HIS FOOTSTEPS, AND TAKE MY TRUE PLACE AS A **ZEMO** -- AS THE RIGHTFUL **MASTER OF THE WORLD!**

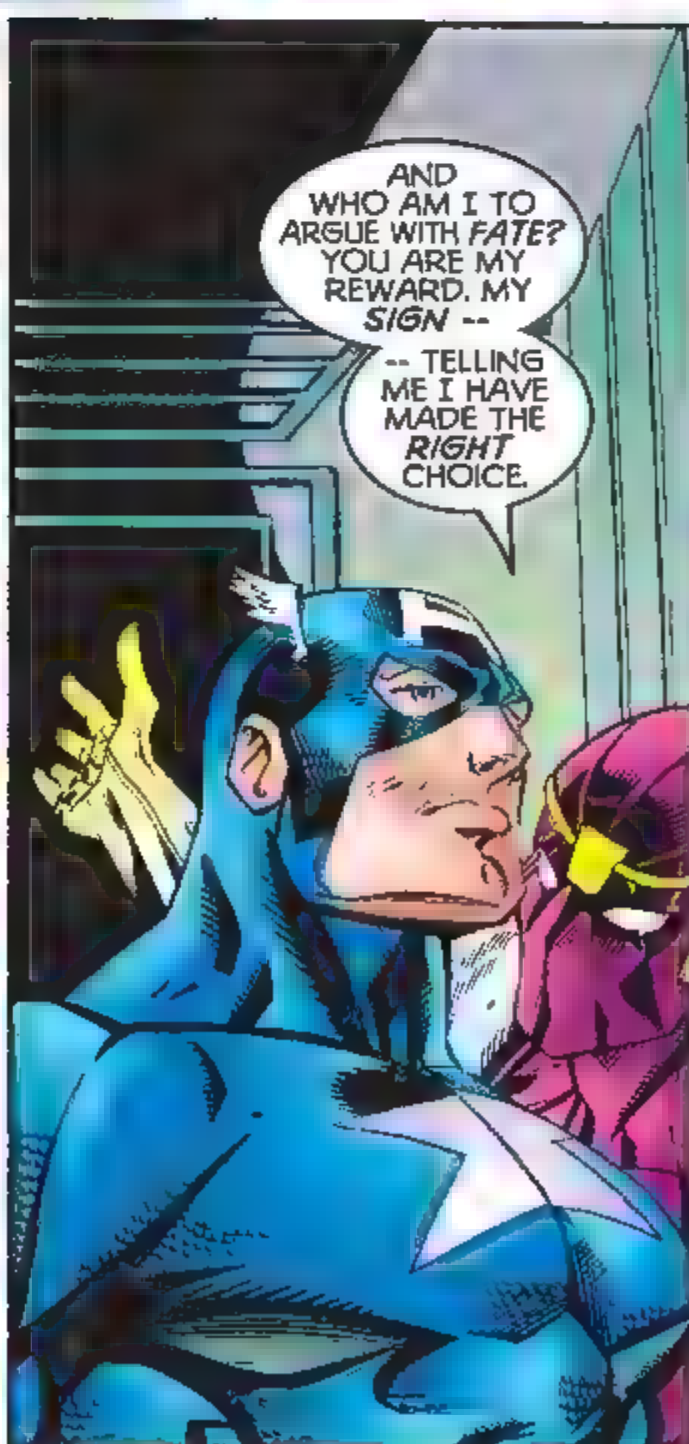
SEEN IN ONSLAUGHT: MARVEL UNIVERSE -- Tom.



AND NOW, I'VE **WON**. I RULE THE WORLD -- OR **67%** OF IT, ACCORDING TO THE LATEST FIGURES, WITH THE REST TO FOLLOW **SOON**.

AND IT FEELS **GOOD**. IT FEELS JUST. IT FEELS... **RIGHT**.

AND WONDER OF WONDERS, HERE YOU ARE, FALLEN INTO MY HANDS **ANYWAY**, EVEN THOUGH I HAVE LET MY DESIRE FOR REVENGE GO.



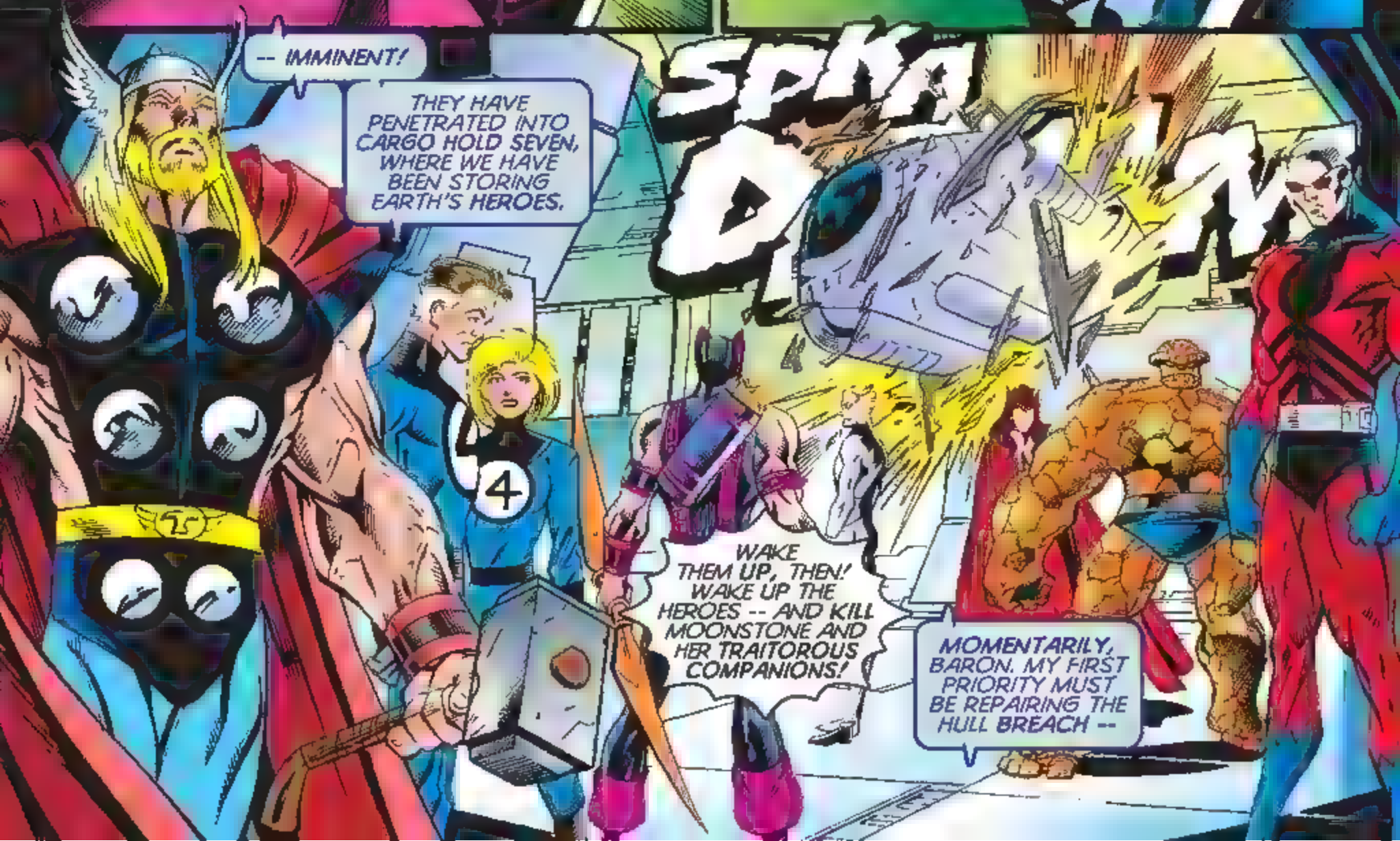
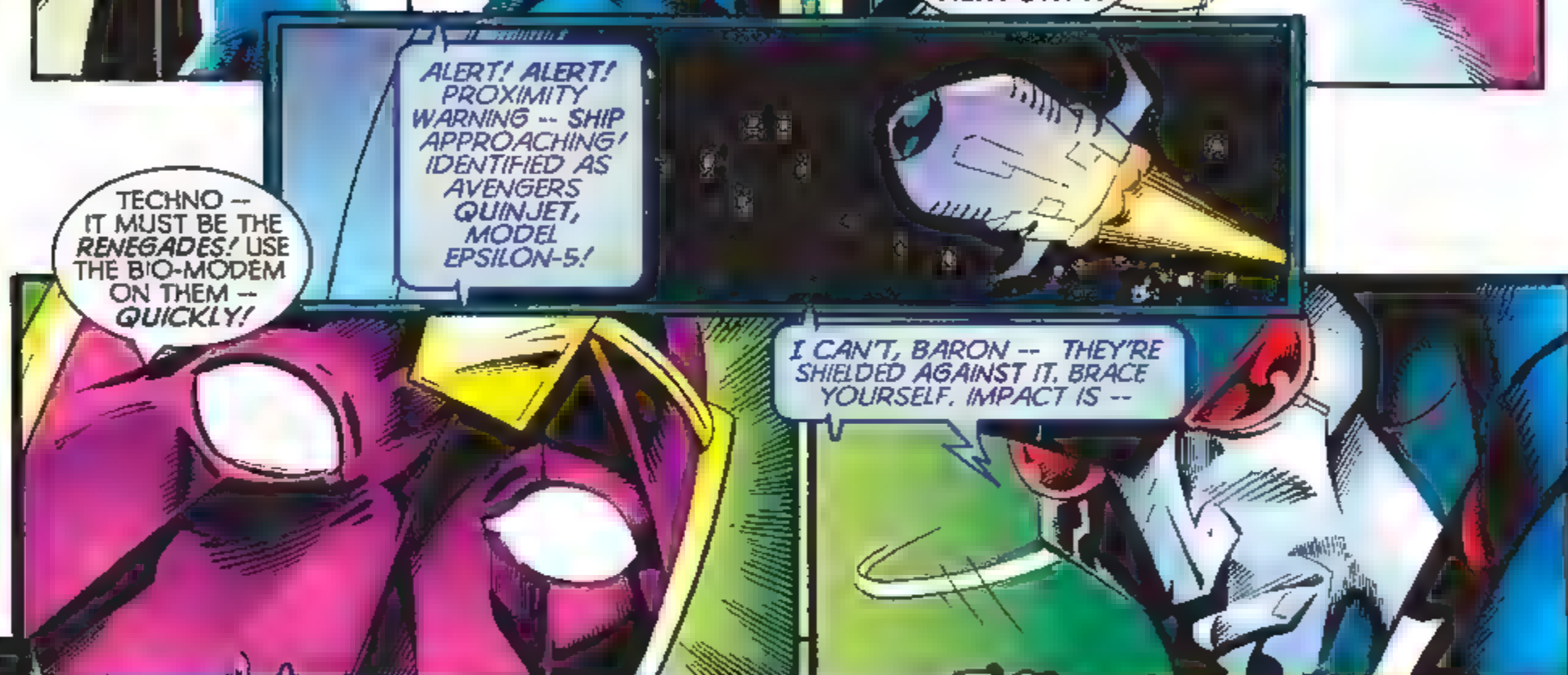
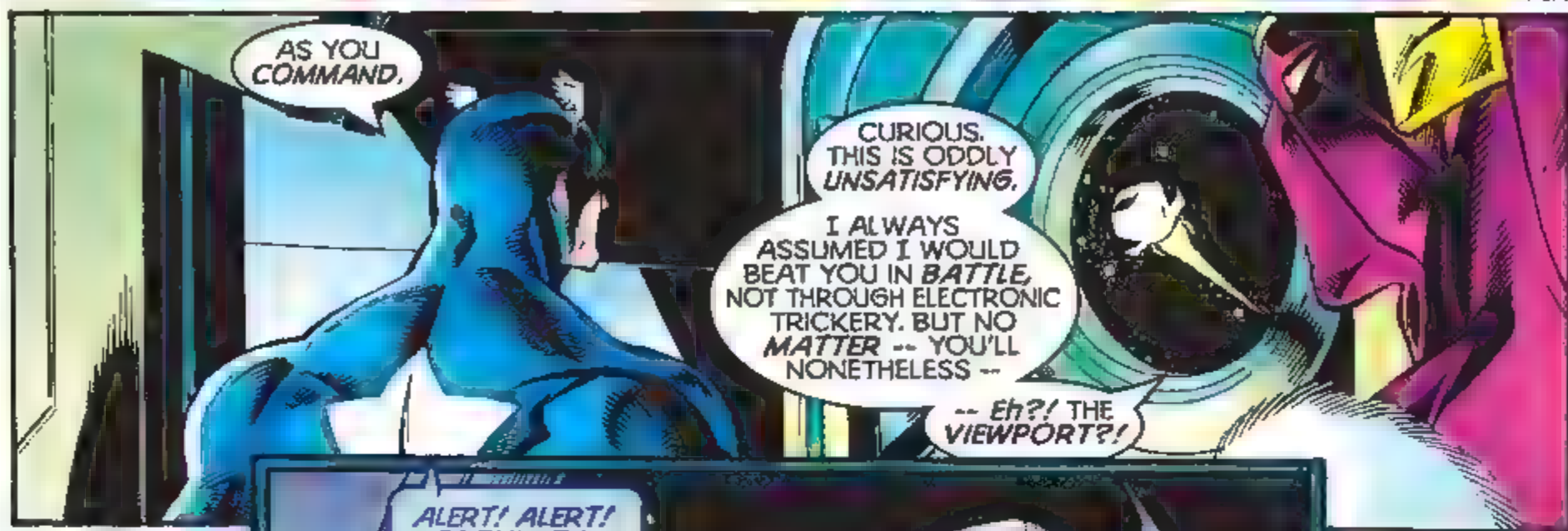
AND WHO AM I TO ARGUE WITH **FATE**? YOU ARE MY REWARD. MY **SIGN** --

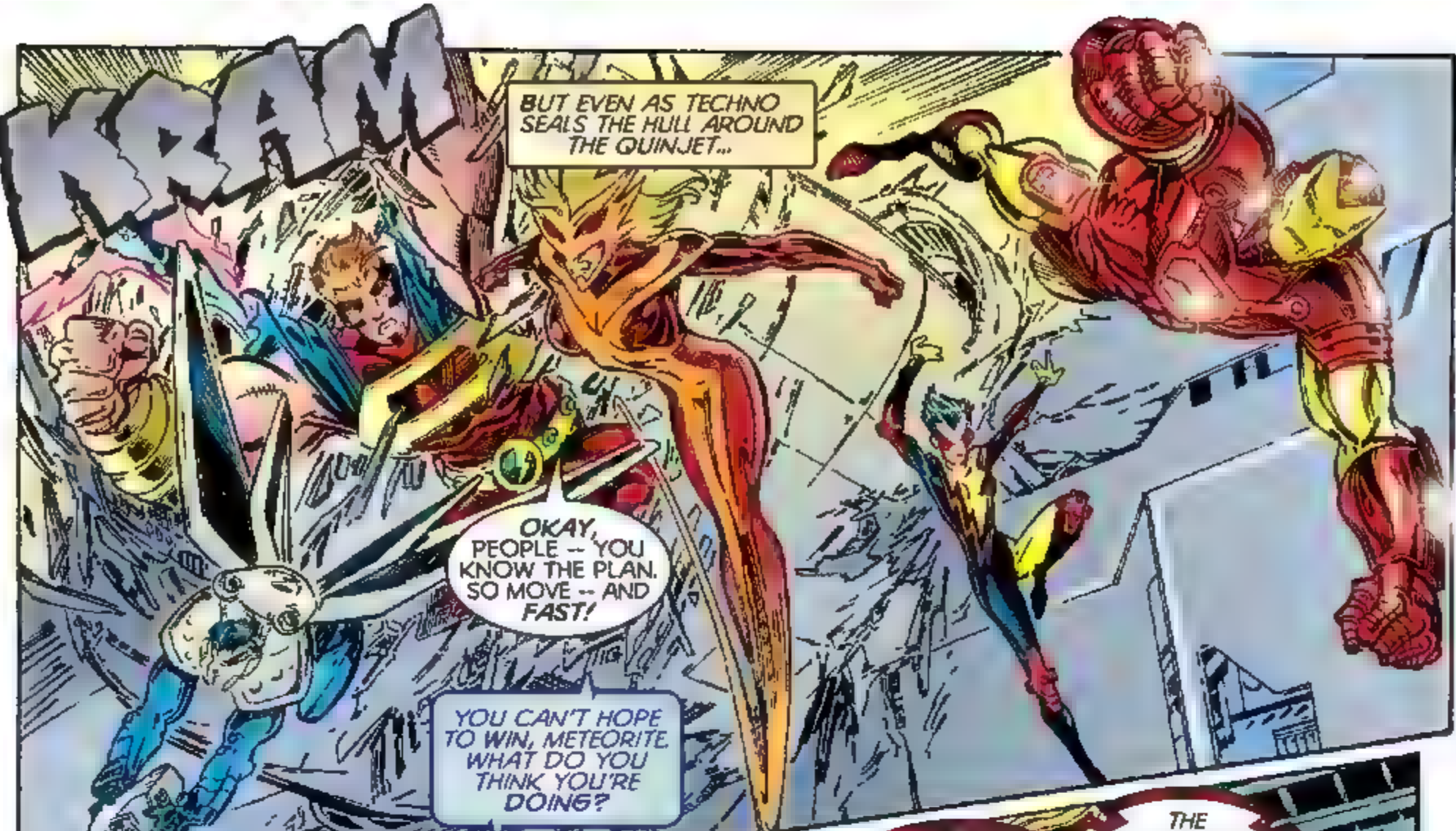
-- TELLING ME I HAVE MADE THE **RIGHT CHOICE**.



SO I'LL KILL YOU **ANYWAY**, AS A SYMBOL, AS A CASTING OFF OF THE **PAST**, AND THE FINAL ACCEPTANCE OF MY **TRUE DESTINY**.

YOU WOULD DO **ANYTHING** FOR ME, WOULD YOU NOT?

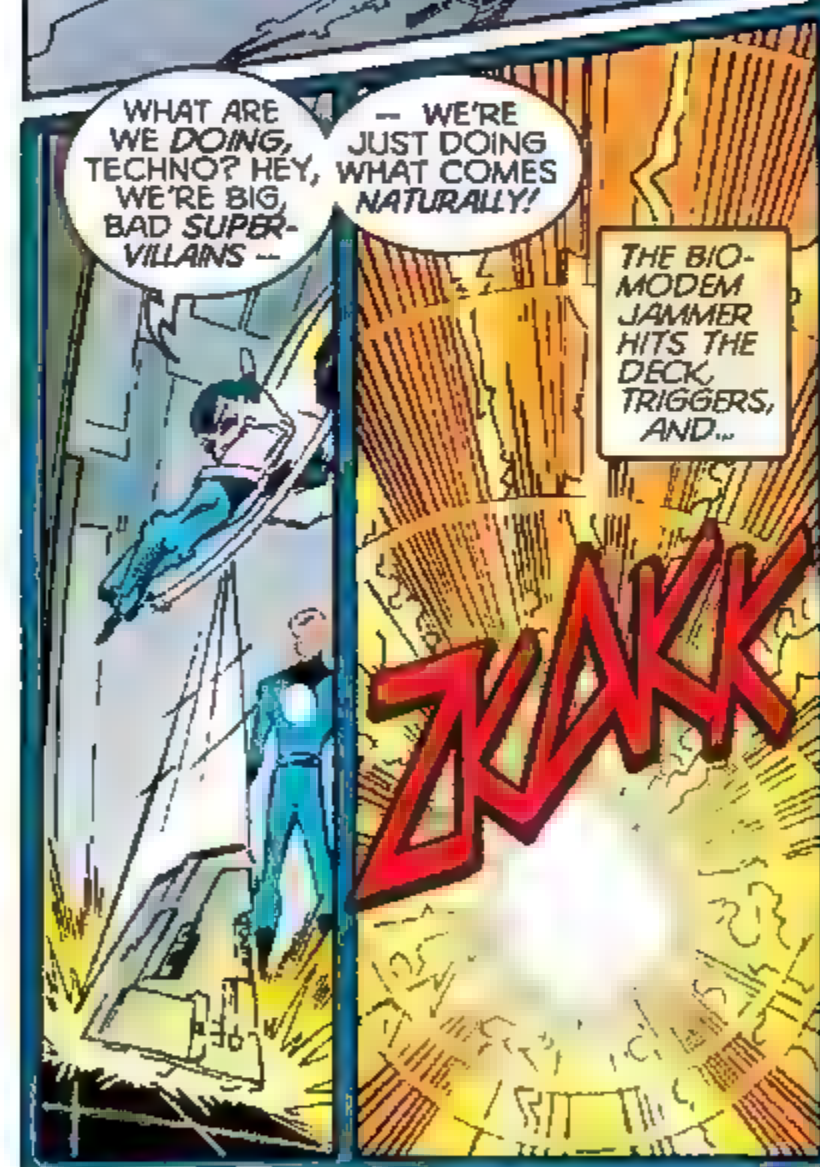




BUT EVEN AS TECHNO
SEALS THE HULL AROUND
THE QUINJET...

OKAY,
PEOPLE -- YOU
KNOW THE PLAN.
SO MOVE -- AND
FAST!

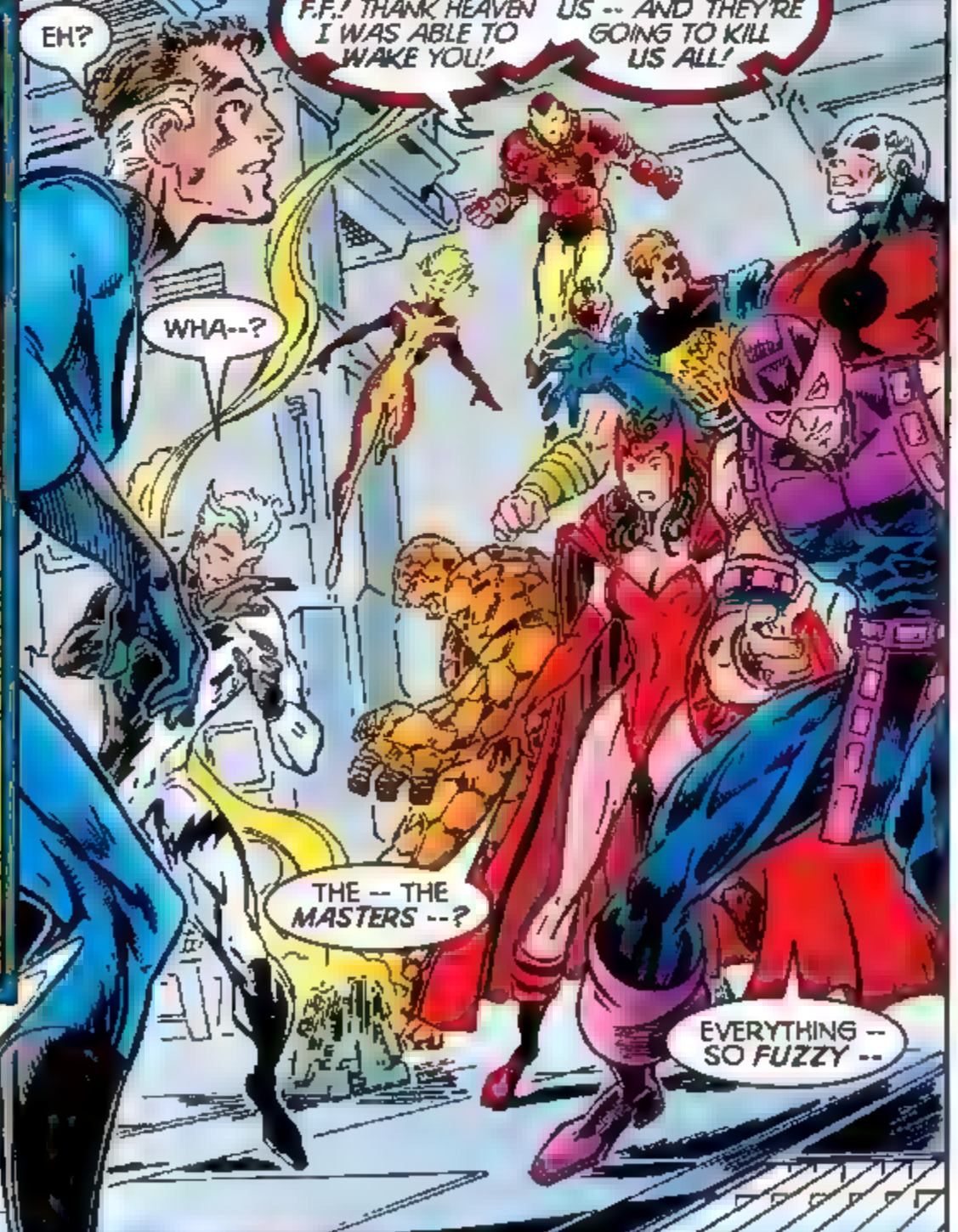
YOU CAN'T HOPE
TO WIN, METEORITE.
WHAT DO YOU
THINK YOU'RE
DOING?



WHAT ARE
WE DOING,
TECHNO? HEY,
WE'RE BIG
BAD SUPER-
VILLAINS --

-- WE'RE
JUST DOING
WHAT COMES
NATURALLY!

THE BIO-
MODEM
JAMMER
HITS THE
DECK,
TRIGGERS,
AND...



EH?

AVENGERS!
F.F.! THANK HEAVEN
I WAS ABLE TO
WAKE YOU!

THE
MASTERS OF
EVIL HAVE FOUND
US -- AND THEY'RE
GOING TO KILL
US ALL!

WHA--?

THE -- THE
MASTERS --?

EVERYTHING --
SO FUZZY --



WE WERE IN THE
QUINJET -- AND
THEN THERE WAS A
COMMUNICATIONS
BEACON,
AND --



NO OFFENSE,
TECHNO --

THIS IS
INSANE!
YOU'RE
COMMITTING
SUICIDE --
WHY?

-- BUT
THAT'S NOT
REALLY ANY OF
YOUR BUSINESS
ANYMORE,
IS IT?

KZAK

IRON MAN WAS
RIGHT! THE
MASTERS ARE
ATTACKING!

BUT -- I
SEEM TO
REMEMBER -- I
THOUGHT --

YOU
THINK TOO
MUCH, RICHARDS!
THAT MAY HELP YOU
OUT A LOT AS LEADER
OF THE FANTASTIC
FOUR, BUT RIGHT
HERE AND RIGHT
NOW --

-- ALL IT'S
GONNA DO IS
GET YOU KILLED,
STARTING WITH
CHROME-DOME
HERE!

KWAAAA

KZAK

**BRAKKA
BRAKKA
BRAKKA**

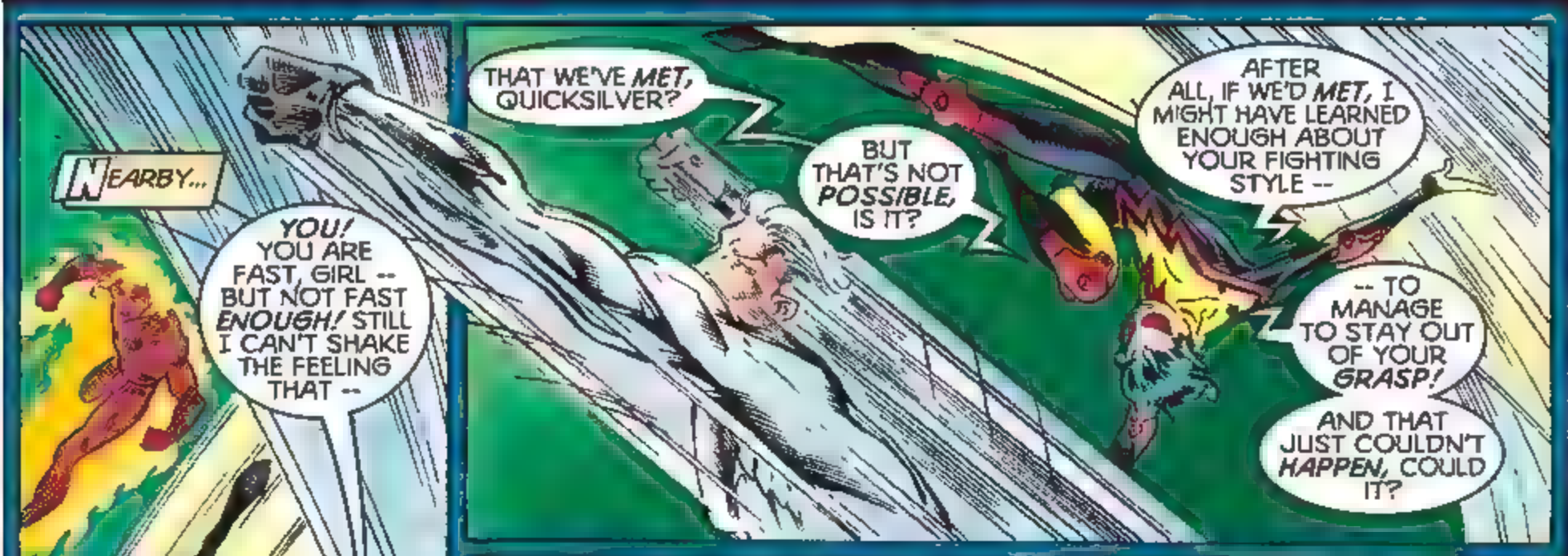
OD'S
BLOOD! THEY
DO ATTACK WITH
THE FEROCITY OF
HELA'S DARK
LEGIONS!

JAN!
STAY
BACK!

NOT A CHANCE,
LOVER! HE TRIED
TO KILL YOU -- AND
I'M TAKING IT OUT
OF HIS HIDE! HE
CAN'T DO
THAT!

AIN'T
YOU HEARD,
WASP.E? WE'RE
FILTH -- THE
SCUM OF THE
EARTH!

WE
CAN DO
WHATEVER WE
WANT!



THAT WE'VE MET,
QUICKSILVER?

BUT
THAT'S NOT
POSSIBLE,
IS IT?

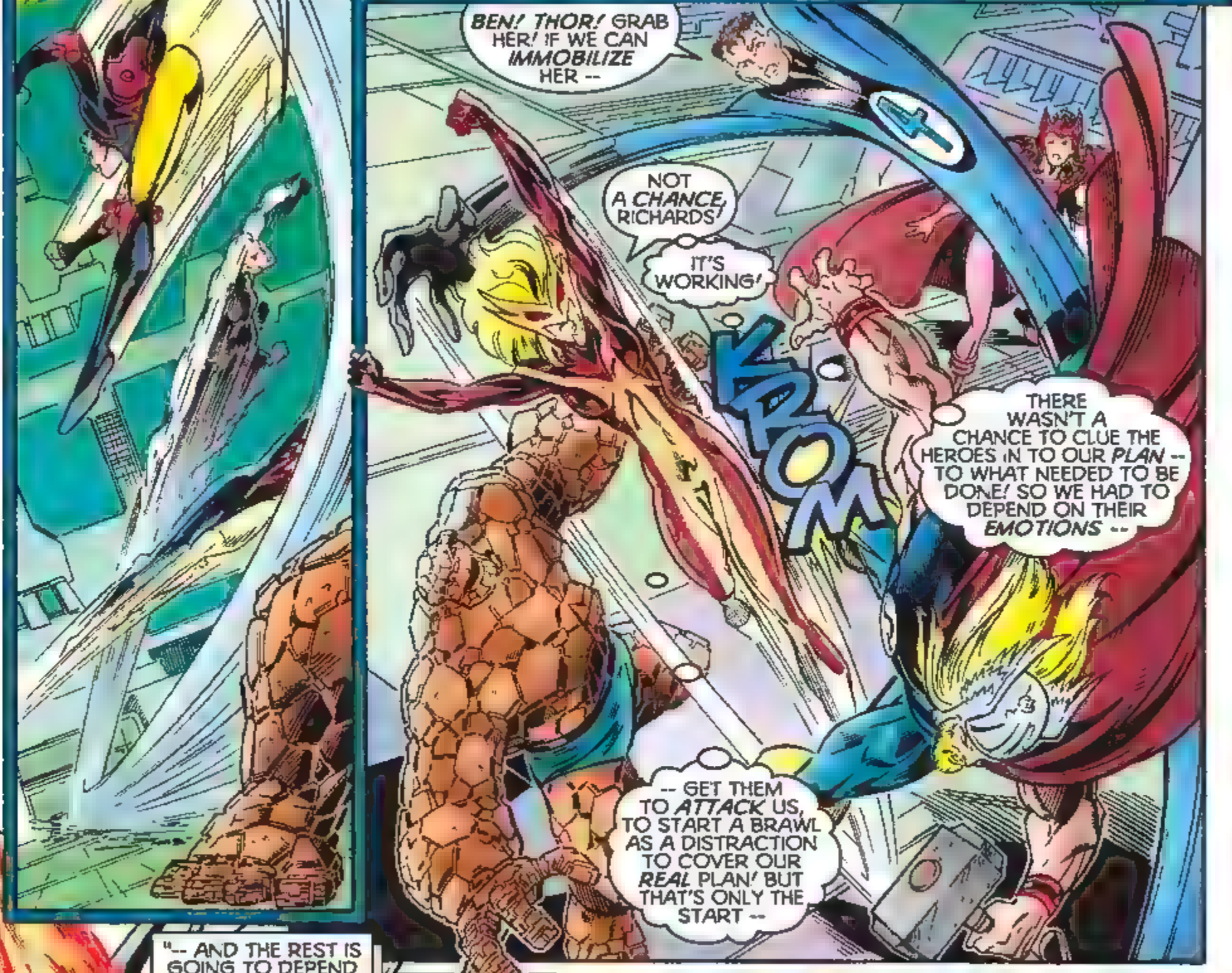
AFTER
ALL, IF WE'D MET, I
MIGHT HAVE LEARNED
ENOUGH ABOUT
YOUR FIGHTING
STYLE --

-- TO
MANAGE
TO STAY OUT
OF YOUR
GRASP!

AND THAT
JUST COULDN'T
HAPPEN, COULD
IT?

YOU!
YOU ARE
FAST, GIRL --
BUT NOT FAST
ENOUGH! STILL
I CAN'T SHAKE
THE FEELING
THAT --

NEARBY...



BEN! THOR! GRAB
HER! IF WE CAN
IMMOBILIZE
HER --

NOT
A CHANCE,
RICHARDS!

IT'S
WORKING!

THERE
WASN'T A
CHANCE TO CLUE THE
HEROES IN TO OUR PLAN --
TO WHAT NEEDED TO BE
DONE! SO WE HAD TO
DEPEND ON THEIR
EMOTIONS --

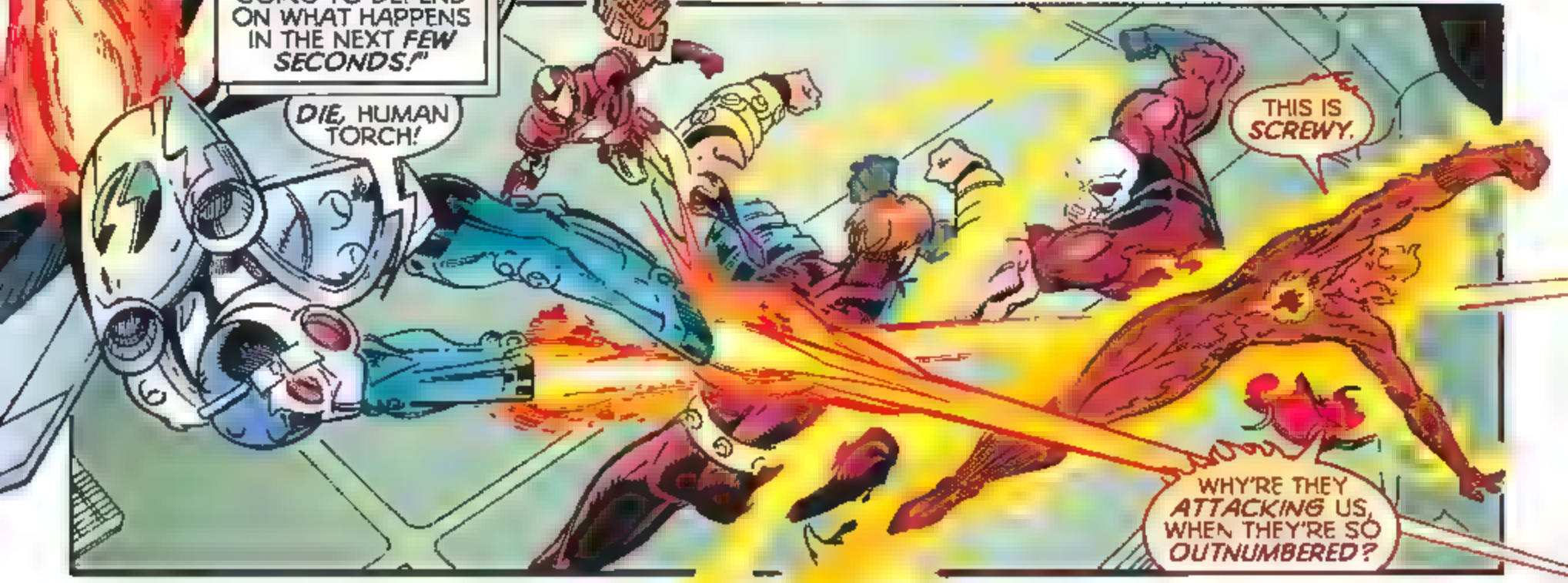
-- GET THEM
TO ATTACK US,
TO START A BRAWL
AS A DISTRACTION
TO COVER OUR
REAL PLAN! BUT
THAT'S ONLY THE
START --

"-- AND THE REST IS
GOING TO DEPEND
ON WHAT HAPPENS
IN THE NEXT FEW
SECONDS!"

DIE, HUMAN
TORCH!

THIS IS
SCREWY.

WHY'RE THEY
ATTACKING US,
WHEN THEY'RE SO
OUTNUMBERED?





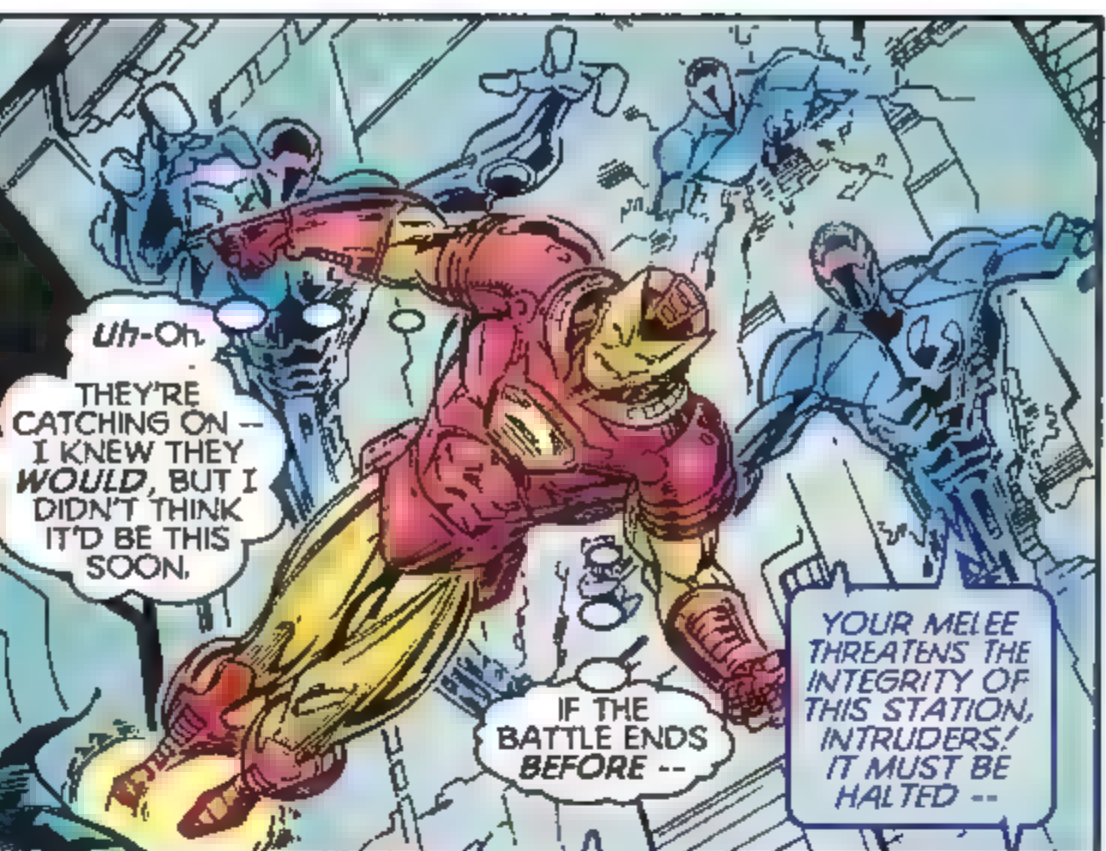
YEAH --
AND WHAT
ARE THEY AFTER,
ANYWAY? ALL THIS
RUCKUS -- BUT THE
MASTERS OF EVIL
DON'T JUST FIGHT
WITHOUT A
PURPOSE

SOMETHING'S
NOT RIGHT
HERE...

Uh... OF COURSE
IT IS, HAWKEYE!
WE'RE ROTTEN
PEOPLE -- WHAT
MORE EXCUSE
DO WE NEED TO
TRY TO KILL
HEROES?

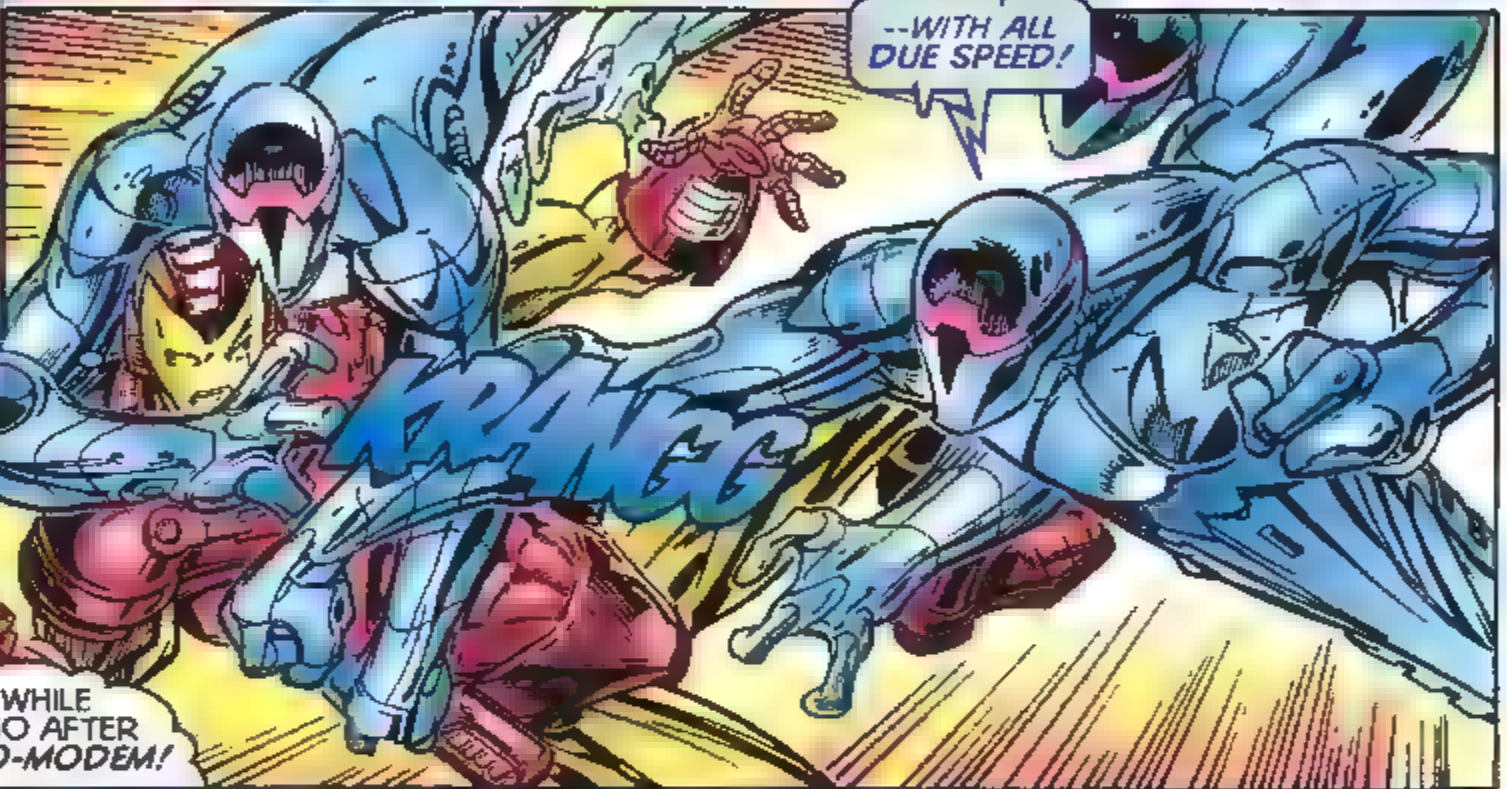


Uh-oh...
THEY'RE
CATCHING ON --
I KNEW THEY
WOULD, BUT I
DIDN'T THINK
IT'D BE THIS
SOON.



IF THE
BATTLE ENDS
BEFORE --

YOUR MELEE
THREATENS THE
INTEGRITY OF
THIS STATION.
INTRUDERS!
IT MUST BE
HALTED --

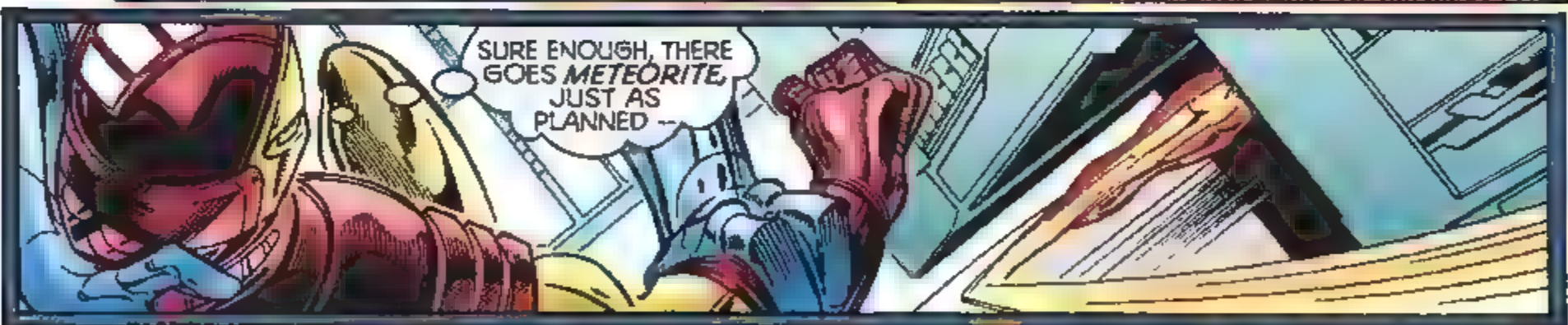


--WITH ALL
DUE SPEED!

PERFECT!

WE'VE
DRAWN TECHNO
INTO THE BATTLE!
THAT'LL KEEP HIM
DISTRACTED -- AND
IT'LL PROVIDE MORE
ANTAGONISTS TO
KEEP THIS BRAWL
GOING --

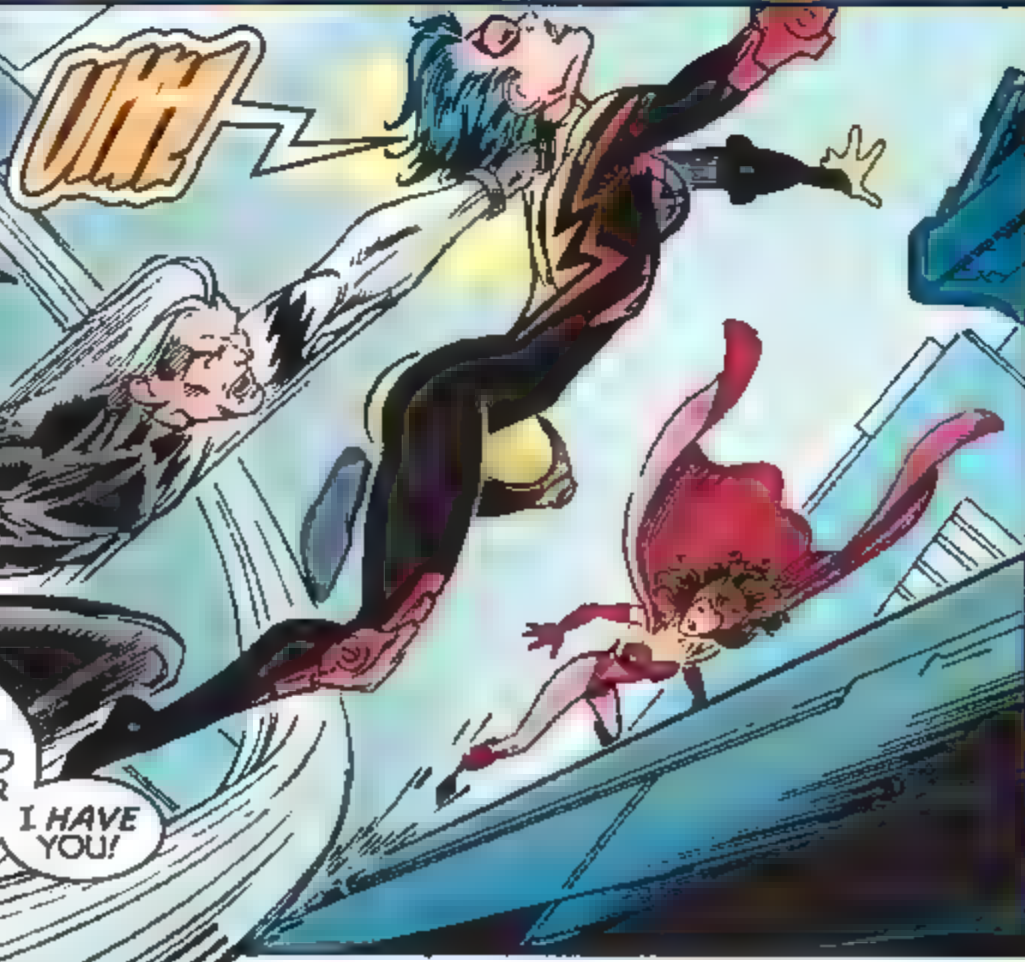
-- WHILE
WE GO AFTER
THE BIO-MODEM!



SURE ENOUGH, THERE
GOES METEORITE,
JUST AS
PLANNED --

"-- AND
JOLT..."

THERE,
GIRL! YOUR
REFLEXES ARE
INCREDIBLE --

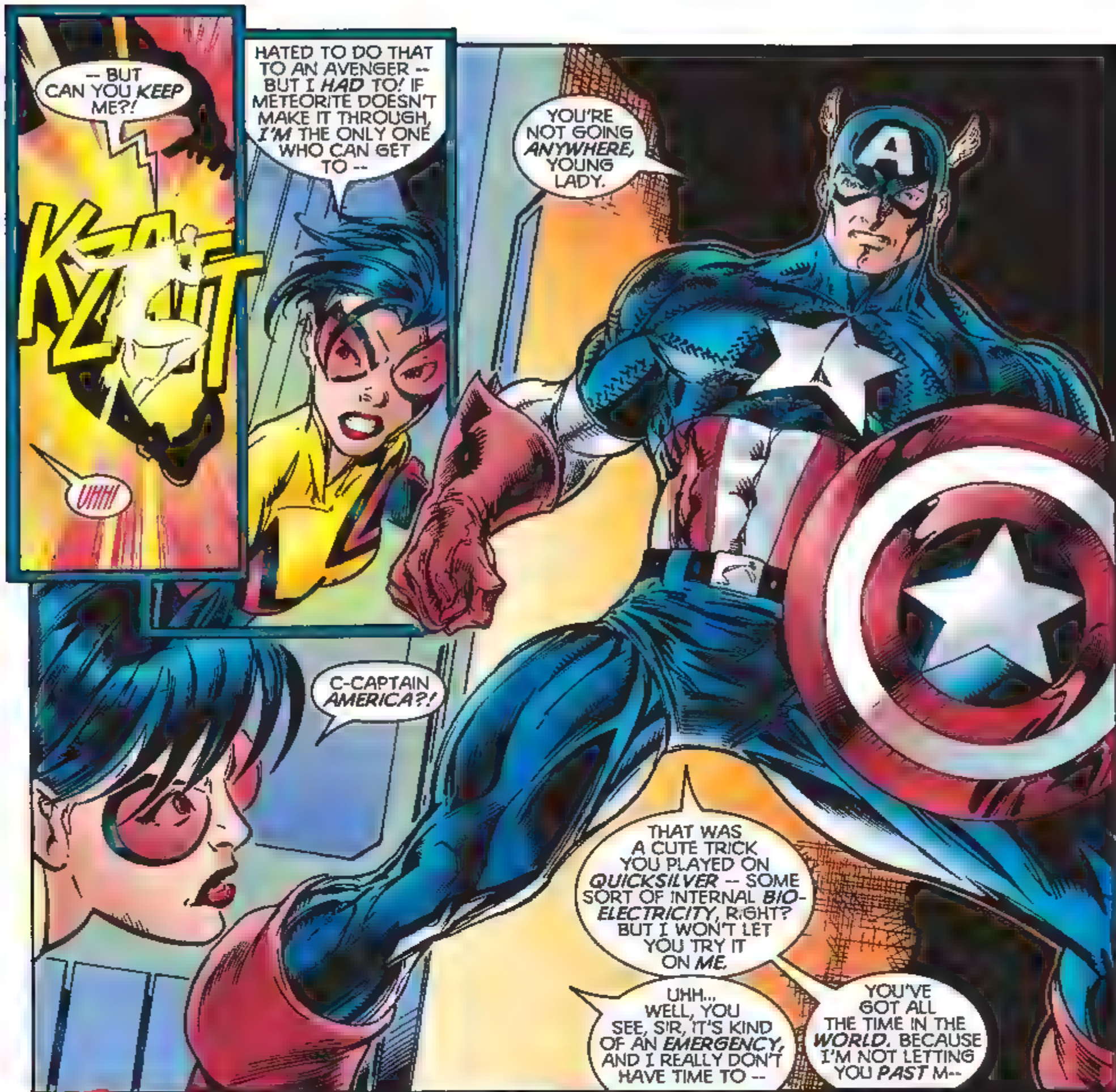


-- BUT ALL
YOUR JUMPING
AROUND LIKE A
JACKRABBIT COULD
ONLY DELAY YOUR
CAPTURE, NOT
ESCAPE IT!

I HAVE
YOU!



YEAH, YEAH,
YOU'VE GOT ME,
AVENGER --



-- BUT
CAN YOU KEEP
ME?!

HATED TO DO THAT
TO AN AVENGER --
BUT I HAD TO! IF
METEORITE DOESN'T
MAKE IT THROUGH,
I'M THE ONLY ONE
WHO CAN GET
TO --

YOU'RE
NOT GOING
ANYWHERE,
YOUNG
LADY.

C-CAPTAIN
AMERICA?!

THAT WAS
A CUTE TRICK
YOU PLAYED ON
QUICKSILVER -- SOME
SORT OF INTERNAL BIO-
ELECTRICITY, RIGHT?
BUT I WON'T LET
YOU TRY IT
ON ME.

UHH...
WELL, YOU
SEE, SIR, IT'S KIND
OF AN EMERGENCY,
AND I REALLY DON'T
HAVE TIME TO --

YOU'VE
GOT ALL
THE TIME IN THE
WORLD. BECAUSE
I'M NOT LETTING
YOU PAST M--



UHH!
REPLUSOR
RAY -- BUT
WHY--?

I'VE
GOT A
PRETTY GOOD
IDEA --

-- BUT
LIKE I SAID,
I CAN'T STOP TO
EXPLAIN! THANKS,
IRON MAN --
I'M OUTTA
HERE!

SORRY,
CAP -- STRAY
BLAST! ONE OF
THOSE ROBOT THINGS
DUCKED OUT OF THE
WAY AT THE LAST
MINUTE!

HOPE I DIDN'T
MESS YOU UP
ANY!

ACROSS
THE ROOM...

I TOLD
YOU I WAS A
BETTER FIGHTER
THAN YOU, GIANT-
MAN! BUT THAT
AIN'T ALL! WHEN
I GROW
LARGER --

-- I GET
STRONGER,
TOUGHER, MORE
BULLET-PROOF!
YOU JUST GET
STRONGER,
AN' IN THIS
GAME --

-- THAT'S
NOT ENOUGH!

BRAM

THEN
PERHAPS,
GARGANTUAN
ONE --

Huh?

-- THOU
WOULDEST DO
BETTER TO
CHALLENGE ONE
MORE APPROPRIATE
TO THY POWER
LEVEL!

TH--
UHH!

NICE... NICE SHOT,
THOR... BUT I'M NOT...
THROUGH YET...

AW,
HE WAS
JUST SETTIN'
YOU UP FER ME,
ANYWAYS.

Oh,
NO.

OH,
YES!

YOU REMEMBER ME, DON'T'CHA?
GUY WHO USEDTA LIVE IN FOUR
FREEDOMS BEFORE YA? GUY
WHO'D BE LIVIN' IN
IT NOW --

WHOW

-- IF
YOU HADN'T
BLOWN THE
WHOLE PLACE
TA SMITHER-
EENS!

MEANWHILE...

JUST HOLD THEM OFF A LITTLE BIT LONGER, SUE...

...THE TECHNOLOGY HERE ISN'T ANYTHING I DON'T RECOGNIZE --

-- IT'S JUST BEEN ADAPTED IN SOME ASTONISHINGLY INNOVATIVE WAYS!

BUT IF I CAN FIGURE OUT HOW TO TAKE IT OVER --

DON'T WORRY, REED. OUR FRIEND HERE WITH THE LITTLE PINK WINGS HASN'T REALIZED IT YET --

-- BUT NOTHING GETS THROUGH THE INVISIBLE WOMAN'S FORCE-FIELDS. NOTHING!

YOU GOT THAT, MISS?

Oh, REALLY?

WELL, I CAN HEAR YOU, AND YOU CAN HEAR ME -- SO SOUND MUST TRAVEL THROUGH YOUR PRECIOUS FIELD! AND MAKING THINGS OUT OF SOUND --

-- THAT'S LITTLE MIMI'S STOCK-IN-TRADE THESE DAYS!

SO MUCH FOR YOU -- NOW FOR YOUR TAG-TEAM PARTNER..

KLUD

GOT HIM! I THINK THAT'S THE BEETLE, IN HIS NEW BATTLE SUIT, BUT WHOEVER IT IS --

-- HE WON'T BOTHER US ANY MORE!

THE PROBABILITY-WARPING POWERS OF THE SCARLET WITCH CAUSE EVERY CIRCUIT IN MACH-1'S ARMOR TO FAIL AT ONCE --

-- SHUTTING IT DOWN COMPLETELY --

-- AND LEAVING ONLY ONE THUNDERBOLT ACTIVE...

ALL RIGHT, YOUNG LADY -- LET'S DISCUSS WHAT YOU DID TO MY WIFE!

I WAS AFRAID OF THIS. WE KNEW WE WERE OUTNUMBERED, BUT WE DIDN'T HAVE MUCH CHOICE IN THE MATTER.

I'VE GOT TO HELP SONGBIRD, BUT I CAN'T DO IT OPENLY OR THEY'LL INSTANTLY REALIZE THIS IS A SHAM -- AND SO WILL TECHNO!

AVENGERS! F.F.! I NEED SOME HELP HERE -- FAST!

THESE ROBOTS -- THERE ARE TOO MANY OF THEM! AND MORE ARE TURNING UP ALL THE TIME!

HELP ME TAKE 'EM DOWN -- OR WE'RE LOST!

ABE!

I CAN'T -- I CAN DEAL WITH SOME OF THEM, BUT NOT ALL OF THEM! NOT ALONE!

DON'T WORRY, SHELLHEAD -- WE GOT YOUR BACK!

GREAT, GREAT.

TECHNO'S RESPONDING TO MY CALL BY MANIFESTING MORE ROBO-BODIES --

-- AND THE OTHERS THINK THAT'S WHAT I WAS WARNING THEM OF!

I DON'T LIKE MISLEADING THEM, BUT WE'VE GOT TO KEEP THE PRESSURE ON --

WHOA!

YOU MUST BE BROUGHT UNDER CONTROL, HEROES -- DEAD OR ALIVE!

THOU ART WELCOME TO TRY!

"-- IF METEORITE
AND JOLT ARE TO
GET THROUGH!"

COME
NO CLOSER,
WOMAN! I'M
WARNING
YOU!

KBLAM
KBLAM
KBLAM

WHAT'S THIS,
BARON?

PLANG SPRING

NO
"AGONY
INDUCERS"? NO
SECRET BACK-UP
PLANS? DON'T
TELL ME YOU'RE
OUT OF DIRTY
TRICKS!

YOU
ARE?

WELL,
ISN'T THAT
JUST TOO
BAD.

THE BONES OF BARON
ZEMO'S HAND SNAP LIKE
TWIGS IN METEORITE'S
GRIP.

HIS JAW SHATTERS.

I'LL TELL
YOU, BARON.
I DID HAVE
SOMETHING
ELSE TO
DO --

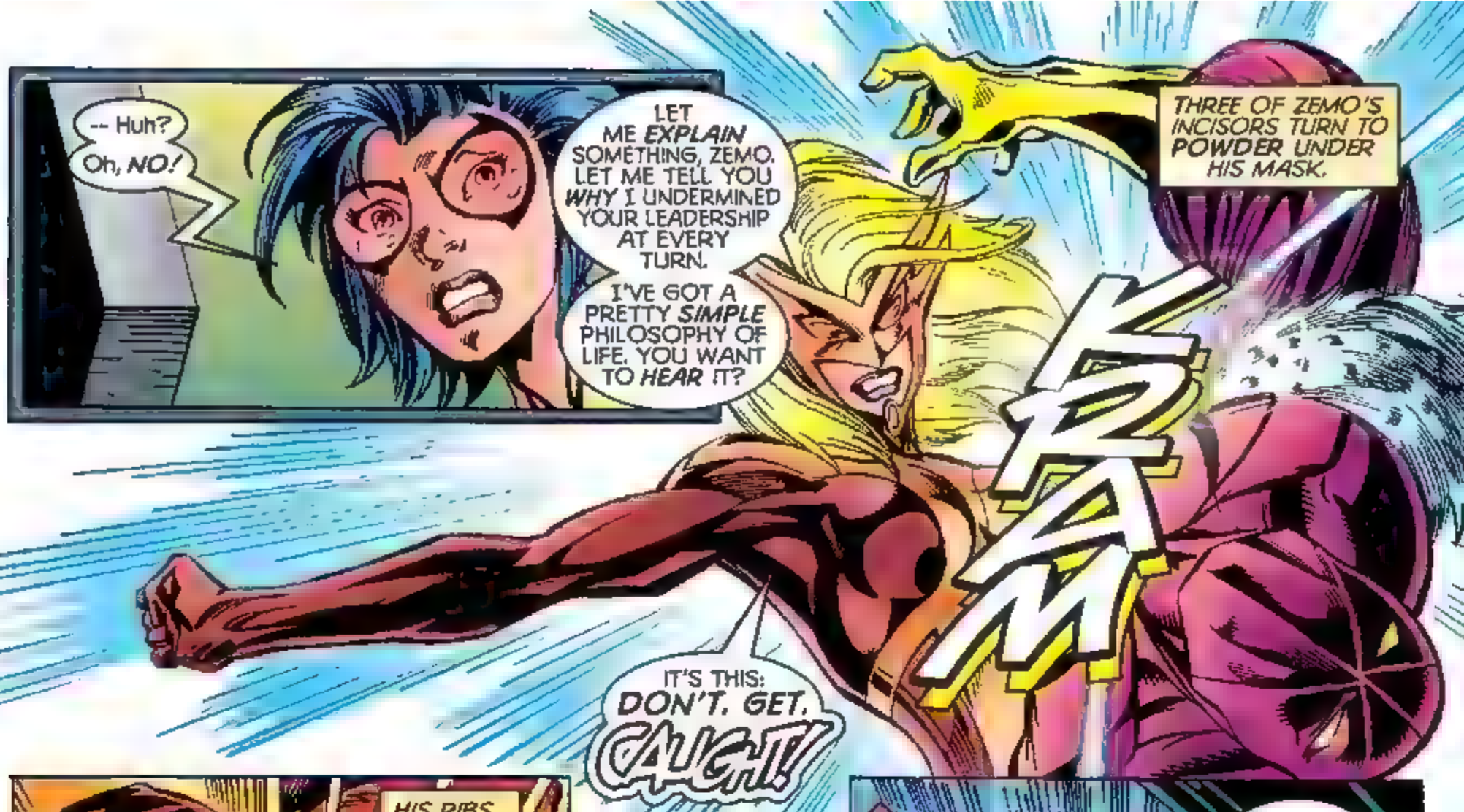
SKOW

-- BUT I
THINK I'LL ENJOY
MYSELF HERE FOR A
LITTLE WHILE. AFTER
ALL, JOLT'S FAST, AND
SHE'S RESOURCEFUL --
I'M SURE SHE CAN
HANDLE IT.

AND AT THAT
MOMENT, THREE
DECKS BELOW...

AHA! THE
SIGNAL ROOM --
JUST WHERE MACH-1
SAID IT WOULD
BE!

THAT
TAKES
CARE OF THE
ELECTRONIC
LOCK, AND --



-- Huh?
Oh, NO!

LET
ME EXPLAIN
SOMETHING, ZEMO.
LET ME TELL YOU
WHY I UNDERMINED
YOUR LEADERSHIP
AT EVERY
TURN.

I'VE GOT A
PRETTY SIMPLE
PHILOSOPHY OF
LIFE. YOU WANT
TO HEAR IT?

THREE OF ZEMO'S
INCISORS TURN TO
POWDER UNDER
HIS MASK.

IT'S THIS:
DON'T. GET.
CAUGHT!

HIS RIBS
CRUMPLE.

Oh, I WAS
STUPID AT FIRST --
I THOUGHT MY
POWERS MADE ME
INVINCIBLE...

WHUDD

...SO I ENDED UP
GETTING A RECORD,
GETTING CAUGHT.

I WAS WILLING
TO RIDE IT OUT, SERVE
MY SENTENCE AND START ANEW --
BUT YOU PRESS-GANGED ME INTO
YOUR SCHEME, AND THERE WENT THAT.

STILL, IT WAS A GOOD
SCHEME -- POSING AS
HEROES -- AND WE MADE
IT WORK. WE HAD IT
ALL -- PUBLIC
SUPPORT,
ADULATION --

-- THE
PERFECT
COVER TO
PULL ANY
NUMBER OF
SCAMS --

-- AND
YOU WENT
AND BLEW IT,
OVER JUST
ONE!

POW

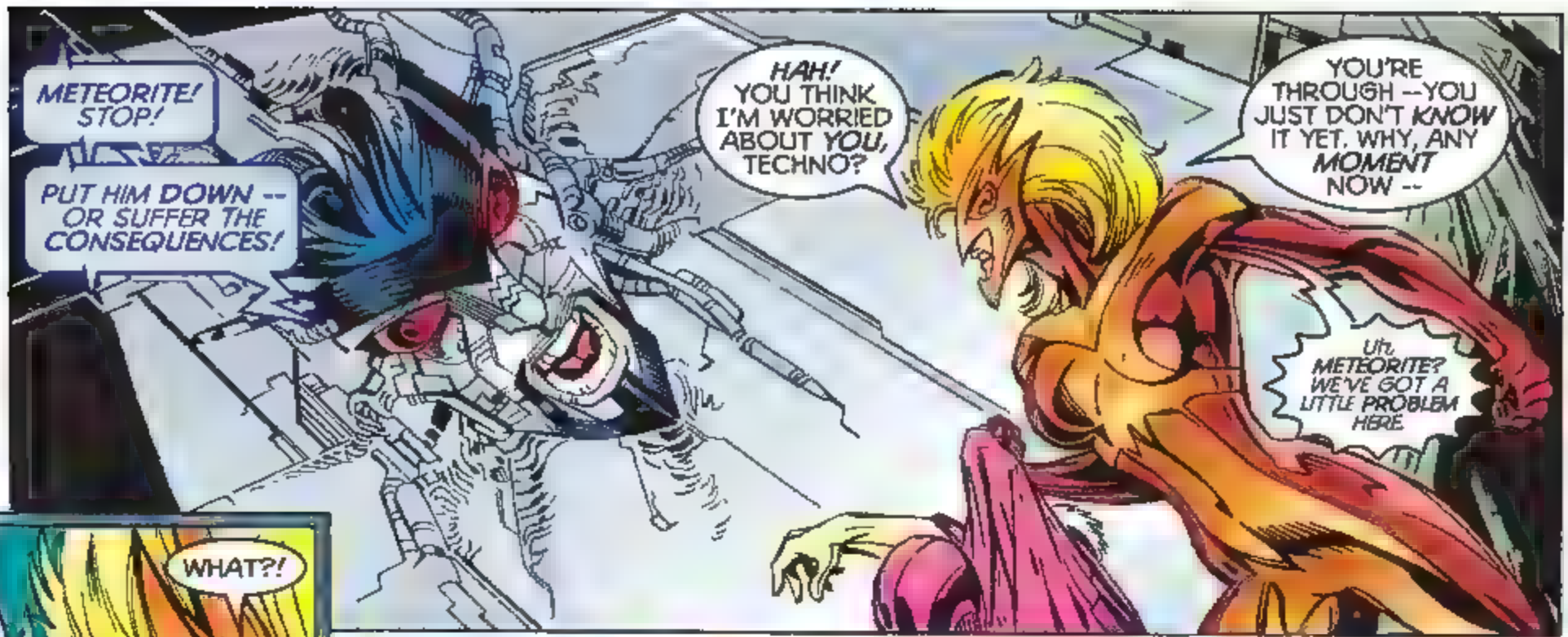
WHO CARES ABOUT
RULING THE WORLD?! WHO WANTS
TO DO THAT MUCH WORK?



WE COULD
HAVE RUN THIS
CON OUT FOR
YEARS BEFORE IT
GOT OLD! BUT NO,
YOU COULDN'T
BE SMART --

-- NOT WHEN
YOU COULD PLAY
HITLER LIKE YOUR
IDIOT FATHER!

WELL,
IT'S BUNKER
TIME, ZEMO. ONLY
EVA BRAUN ISN'T
AVAILABLE RIGHT
NOW, SO YOU'LL
HAVE TO SETTLE
FOR --



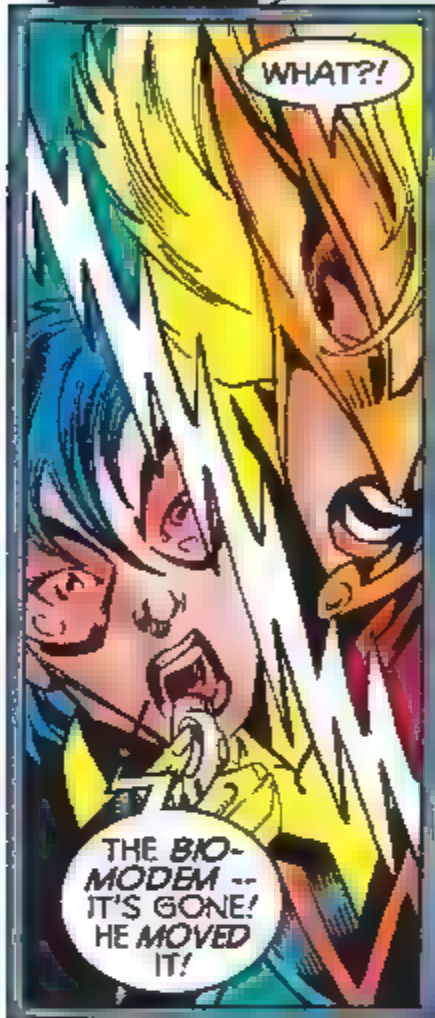
METEORITE!
STOP!

PUT HIM DOWN --
OR SUFFER THE
CONSEQUENCES!

HAH!
YOU THINK
I'M WORRIED
ABOUT YOU,
TECHNO?

YOU'RE
THROUGH -- YOU
JUST DON'T KNOW
IT YET. WHY, ANY
MOMENT
NOW --

Uh,
METEORITE?
WE'VE GOT A
LITTLE PROBLEM
HERE



WHAT?!

THE BIO-
MODEM --
IT'S GONE!
HE MOVED
IT!

I AM THIS STATION,
METEORITE. IT'S MY
BODY NOW. DID YOU
REALLY THINK YOU
COULD DISTRACT ME
FROM WHAT WAS
HAPPENING IN IT?

-- AND SHE'S ALREADY ACTING,
TRYING ANOTHER PLAN...

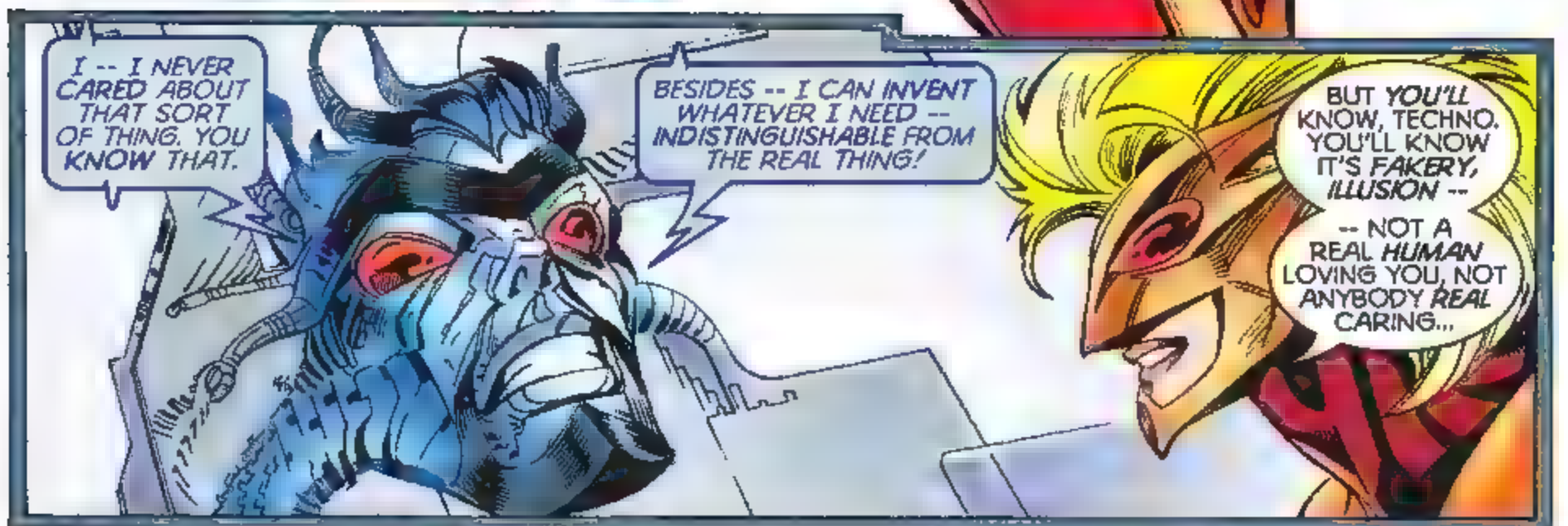
YOUR BODY.
YOU'RE AWFULLY
PROUD OF YOUR NEW
ROBOTIC STATE, AREN'T
YOU? OR COULD YOU
JUST BE IN DENIAL,
JUST THE TINIEST
BIT?

AFTER ALL,
YOU HAVEN'T
ONCE MENTIONED
ANY OF THE
DRAWBACKS
THAT COME
WITH IT --

-- NEVER
TO FEEL A
WOMAN'S
TOUCH...

...NEVER
TO KNOW
PHYSICAL
PLEASURE
AGAIN...

SAY THIS FOR METEORITE --
SHE REACTS SWIFTLY. SHE
HESITATES, BUT ONLY FOR
A SPLIT SECOND --

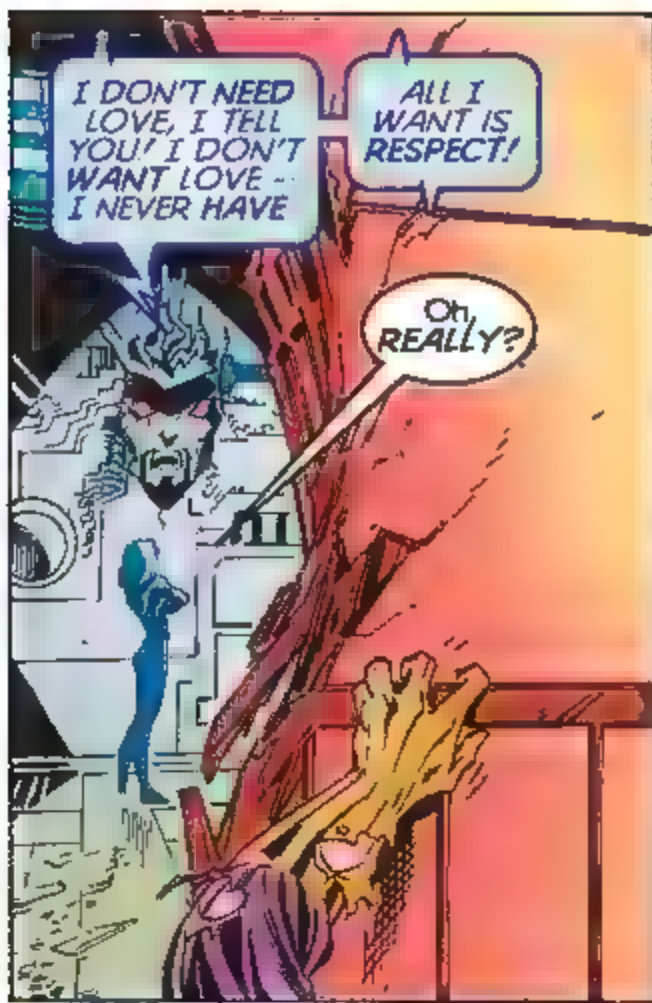


I -- I NEVER
CARED ABOUT
THAT SORT
OF THING. YOU
KNOW THAT.

BESIDES -- I CAN INVENT
WHATEVER I NEED --
INDISTINGUISHABLE FROM
THE REAL THING!

BUT YOU'LL
KNOW, TECHNO.
YOU'LL KNOW
IT'S FAKERY,
ILLUSION --

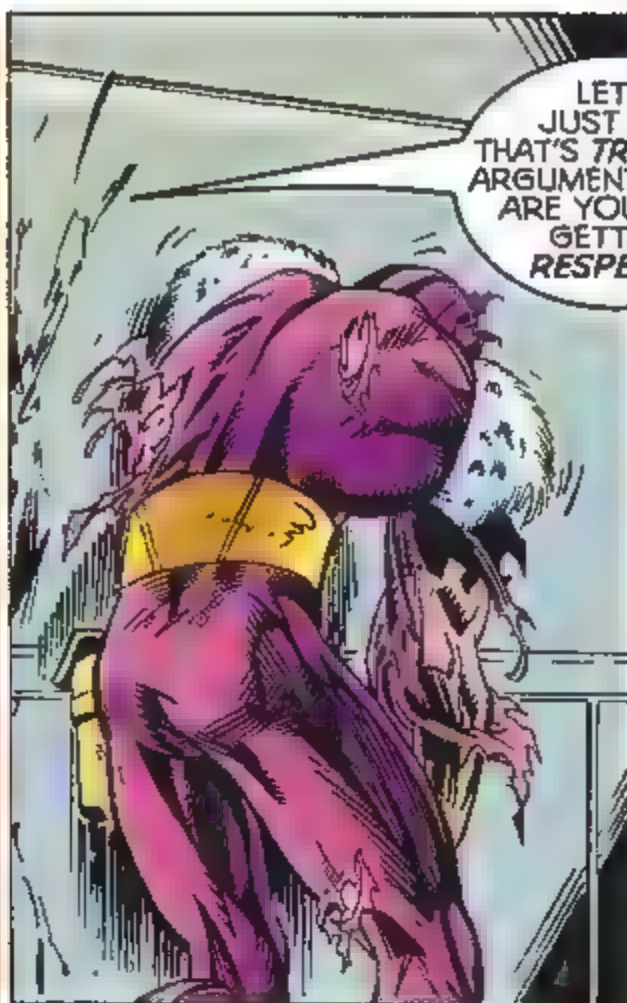
-- NOT A
REAL HUMAN
LOVING YOU, NOT
ANYBODY REAL
CARING...



I DON'T NEED LOVE, I TELL YOU! I DON'T WANT LOVE - I NEVER HAVE

ALL I WANT IS RESPECT!

Oh, REALLY?



LET'S JUST SAY THAT'S TRUE, FOR ARGUMENT'S SAKE. ARE YOU EVEN GETTING RESPECT?

YOU'RE KNOWN THE WORLD OVER AS ZEMO'S FLUNKY --

-- WHERE'S THE RESPECT IN THAT?

ALL YOU'VE DONE, EVEN ALL THIS -- WILL BE SEEN AS ZEMO'S TRIUMPH, WITH YOU JUST THE UNDERLING WHO DID THE GRUNT WORK --

-- THE LACKEY WHO GOT HIS HANDS DIRTY.



THAT'S NOT TRUE! I'M NOT A LACKEY!

I HAVE A REPUTATION! I HAVE A TRACK RECORD! PEOPLE KNOW WHAT I CAN DO -- THEY DO!

THEY DO? THEN WHY IS YOUR OLD PARTNER MENTALLO HIGHER ON THE MOST WANTED LISTS THAN YOU ARE?

AND ON EVERY DECK OF THE STATION, ON EVERY VIEW-SCREEN...



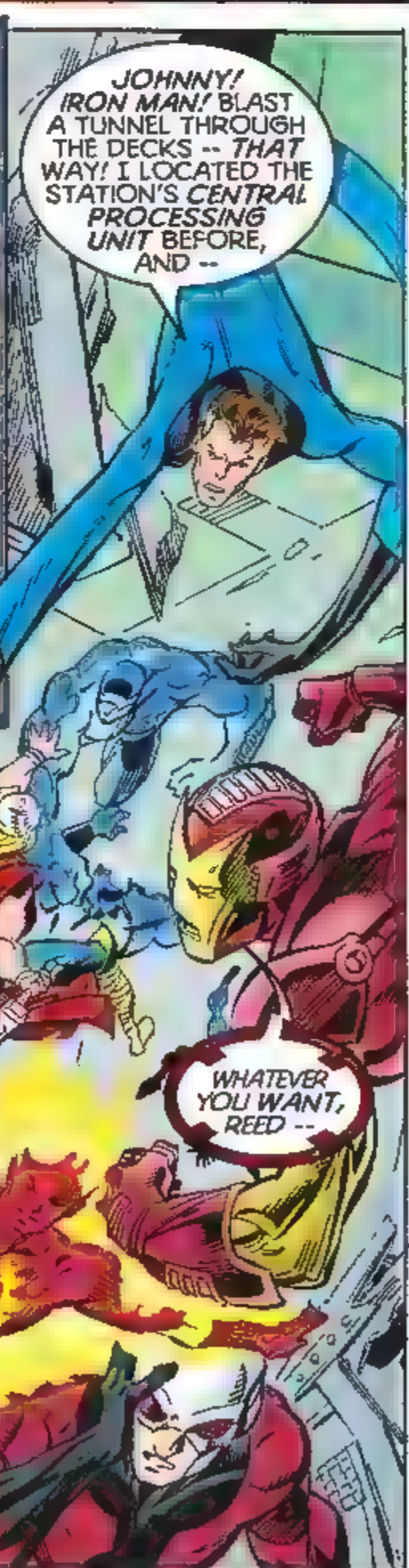
YOU'RE LYING! YOU'RE LYING! I'M ACCESSING S.H.I.E.L.D. FILES RIGHT NOW! INTERPOL FILES!

HE'S THIRTY-SEVEN PLACES LOWER ON THE LISTS THAN --

Hmm?

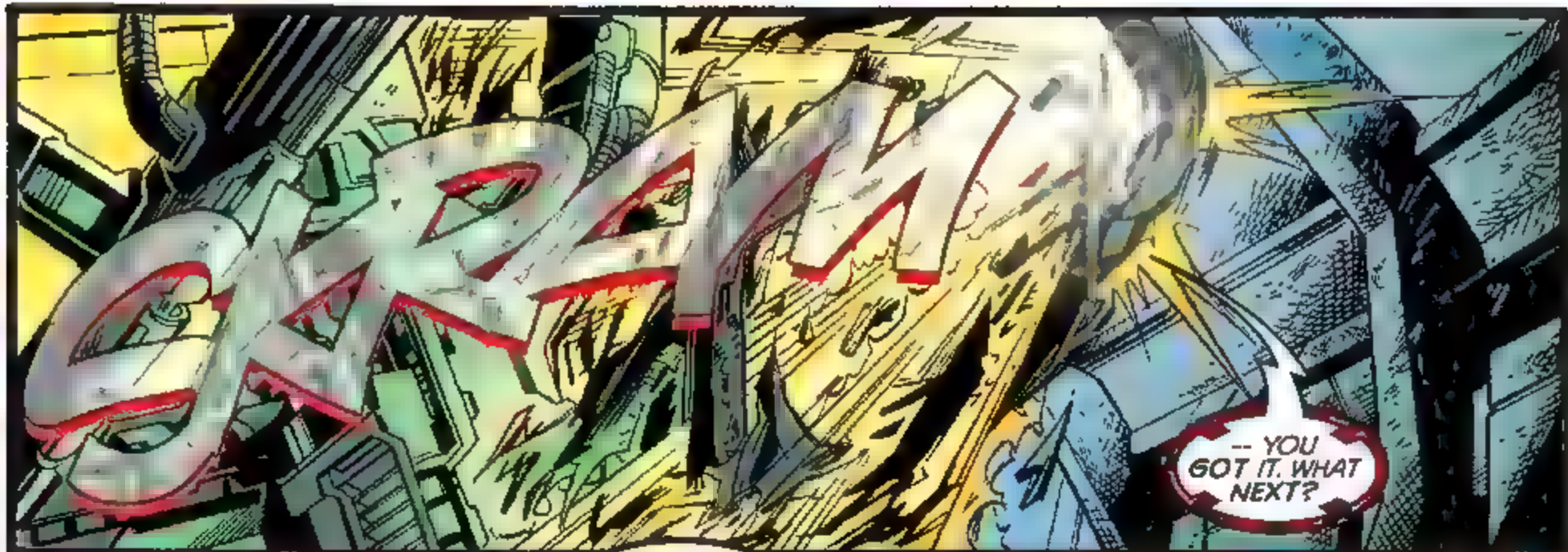


Oh, I SEE. NOT A BAD STRATEGY, ALL TOLD. A BIT BRUTAL, TRUE, BUT UNDER THE CIRCUMSTANCES...

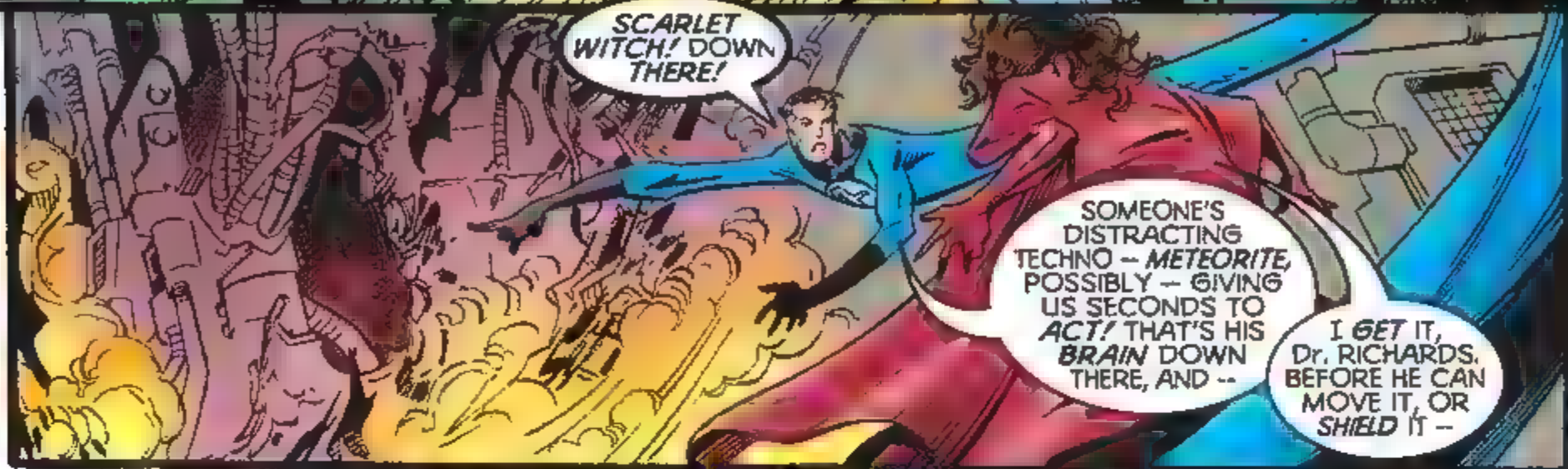


JOHNNY! IRON MAN! BLAST A TUNNEL THROUGH THE DECKS -- THAT WAY! I LOCATED THE STATION'S CENTRAL PROCESSING UNIT BEFORE, AND --

WHATEVER YOU WANT, REED --



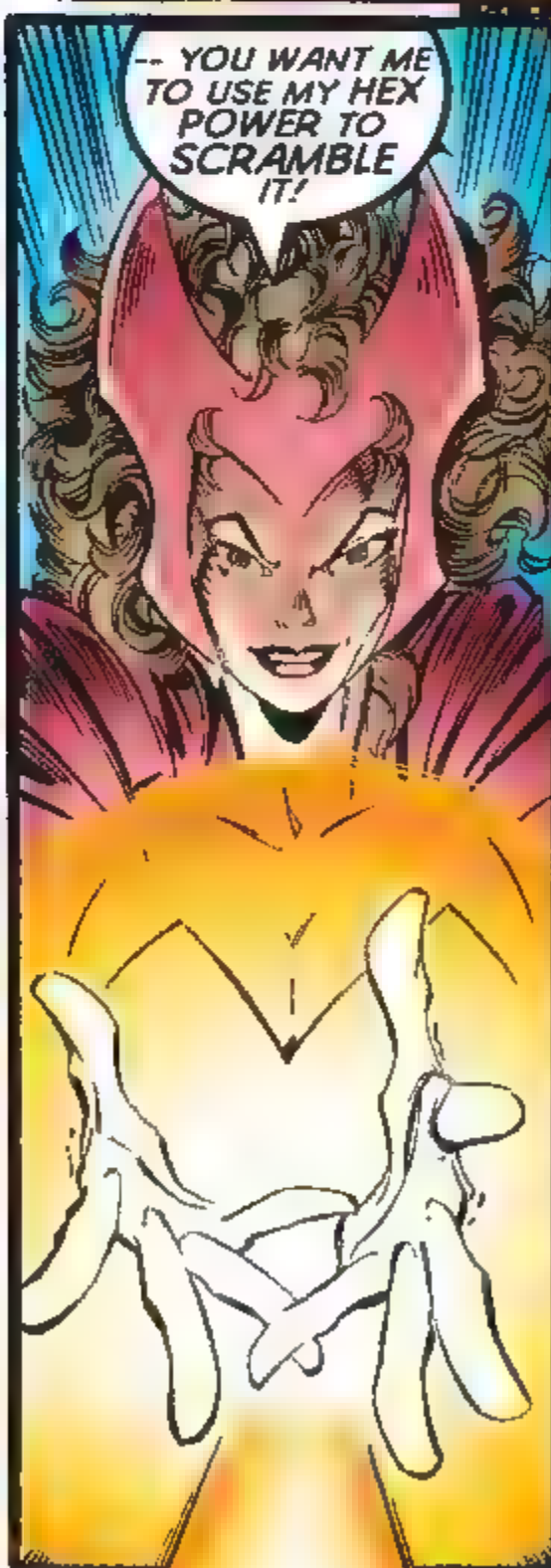
-- YOU GOT IT. WHAT NEXT?



SCARLET WITCH! DOWN THERE!

SOMEONE'S DISTRACTING TECHNO -- METEORITE, POSSIBLY -- GIVING US SECONDS TO ACT! THAT'S HIS BRAIN DOWN THERE, AND --

I GET IT, Dr. RICHARDS. BEFORE HE CAN MOVE IT, OR SHIELD IT --



-- YOU WANT ME TO USE MY HEX POWER TO SCRAMBLE IT!

THERE IS NO AIR IN SPACE TO CARRY THE SOUND OF TECHNO'S SCREAM.

BUT THROUGHOUT THE SATELLITE, IT RINGS LOUDLY, RESONATING FROM THE AUDIBLE TO THE SUBSONIC, AND BEYOND --

--AND THE STATION, ALREADY WEAKENED BY TECHNO'S RESHAPING OF IT, AND THE STRESSES OF THE BATTLE --



-- BEGINS TO FALL APART.

Uhhh... MUSTA.. FALLEN THROUGH THE FLOOR..

GOTTA FIND OTHERS.. SEE IF IT'S NOT TOO LATE TO HELP WITH..



JOSTEN.

Huh?



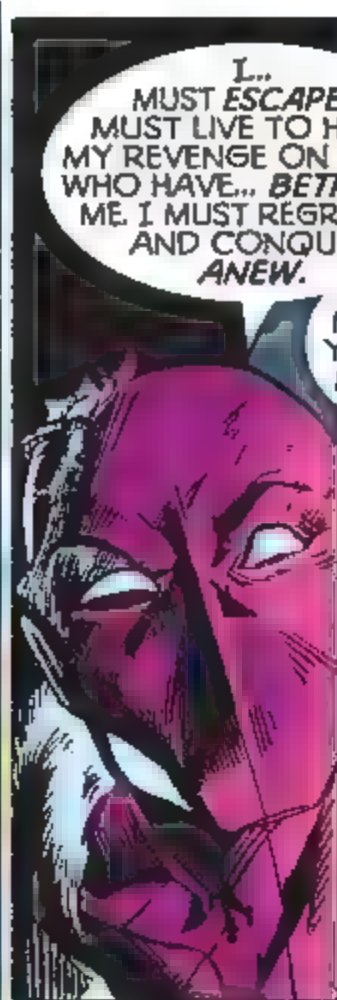


GET... GET UP, JOSTEN. YOUR MASTER... HAS NEED OF YOU.

HELP... HELP ME REACH THE ESCAPE POD...

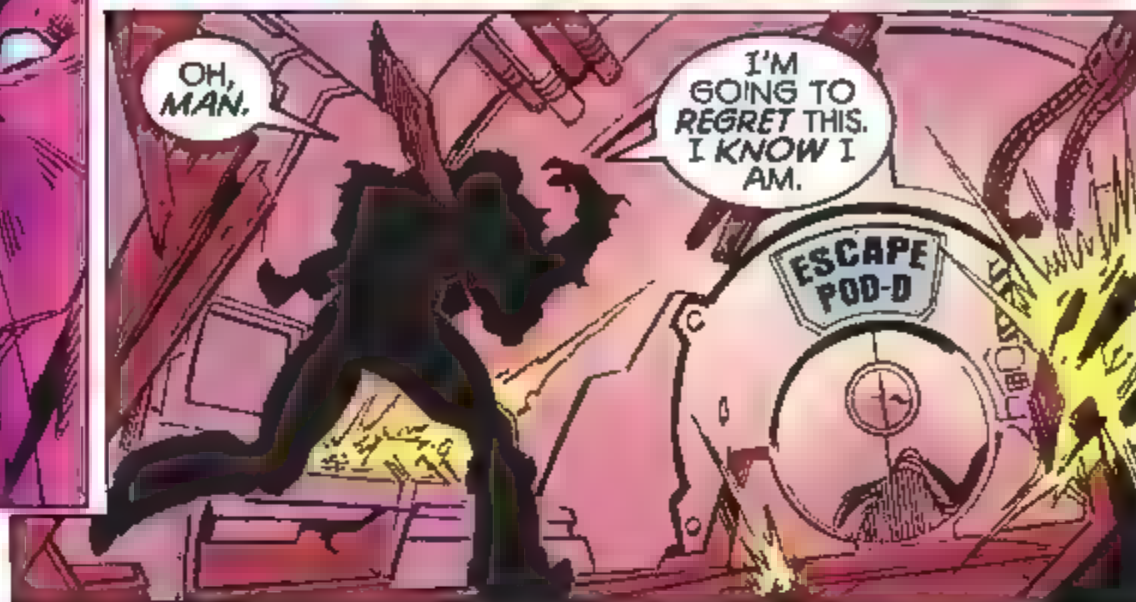
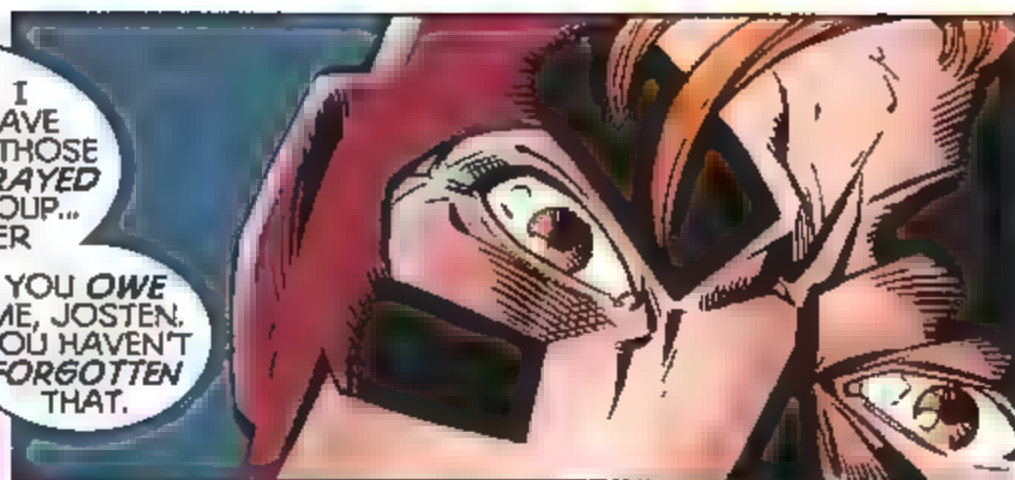
ZEMO?

BUT -- BUT I --



I... MUST ESCAPE. I MUST LIVE TO HAVE MY REVENGE ON THOSE WHO HAVE... BETRAYED ME. I MUST REGROUP... AND CONQUER ANEW.

YOU OWE ME, JOSTEN. YOU HAVEN'T FORGOTTEN THAT.



OH, MAN.

I'M GOING TO REGRET THIS. I KNOW I AM.

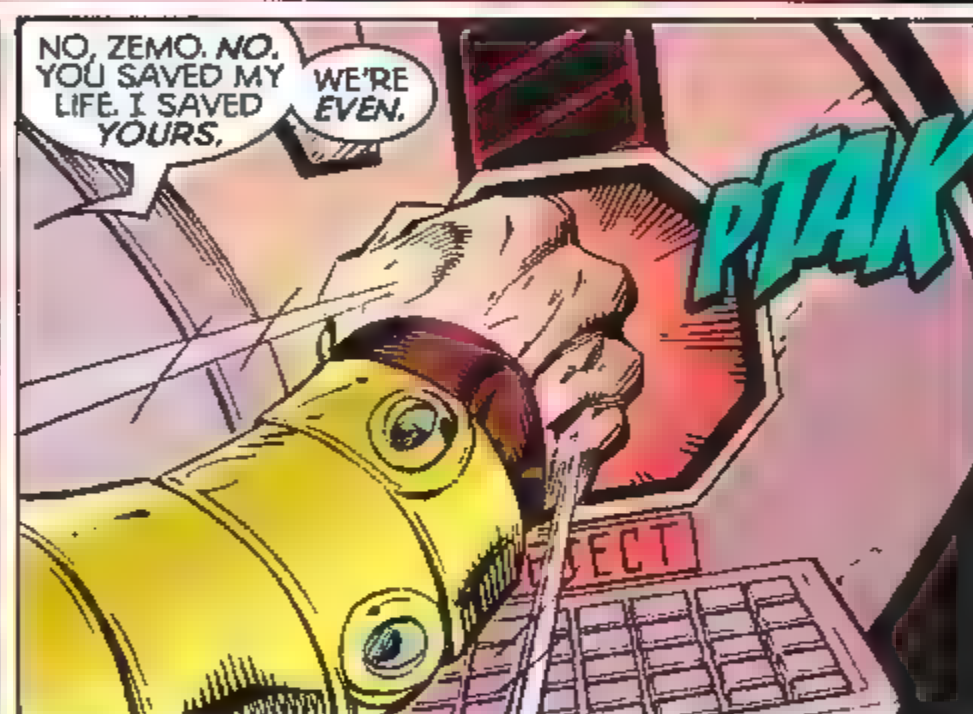


THERE -- THERE YOU GO, ZEMO.

GET IN, JOSTEN. I NEED MORE... HELP THAN THIS.

YOU... OWE ME. YOU OWE ME.

UH -- WELL, I --



NO, ZEMO. NO. YOU SAVED MY LIFE. I SAVED YOURS.

WE'RE EVEN.



THE ESCAPE POD DISENGAGES SMOOTHLY --



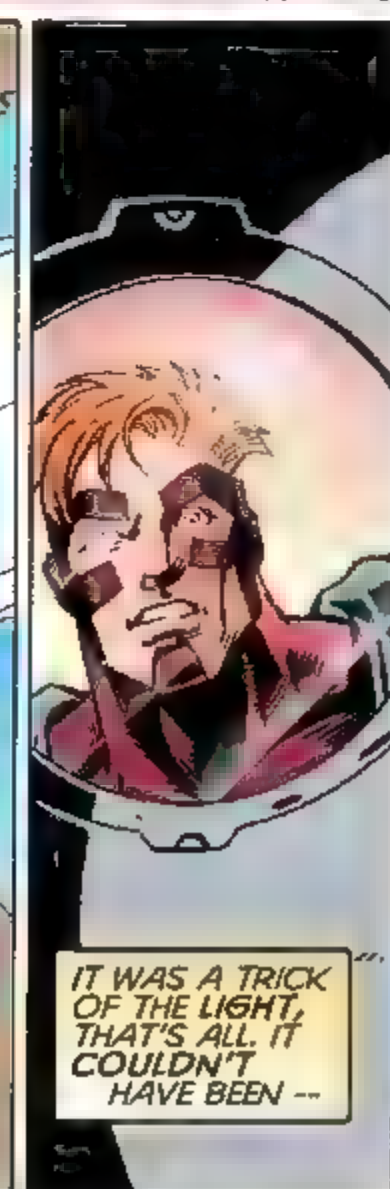
-- AND ATLAS WATCHES IT ARC AWAY, WATCHES IT HEAD FOR EARTH, AND HE WONDERS -- WHO HAS HE BETRAYED THIS TIME?



AND THEN, AS HE WATCHES, JUST FOR A MOMENT --



-- BUT NO, IT COULDN'T HAVE BEEN. HE COULDN'T HAVE SEEN THAT.



IT WAS A TRICK OF THE LIGHT, THAT'S ALL. IT COULDN'T HAVE BEEN --

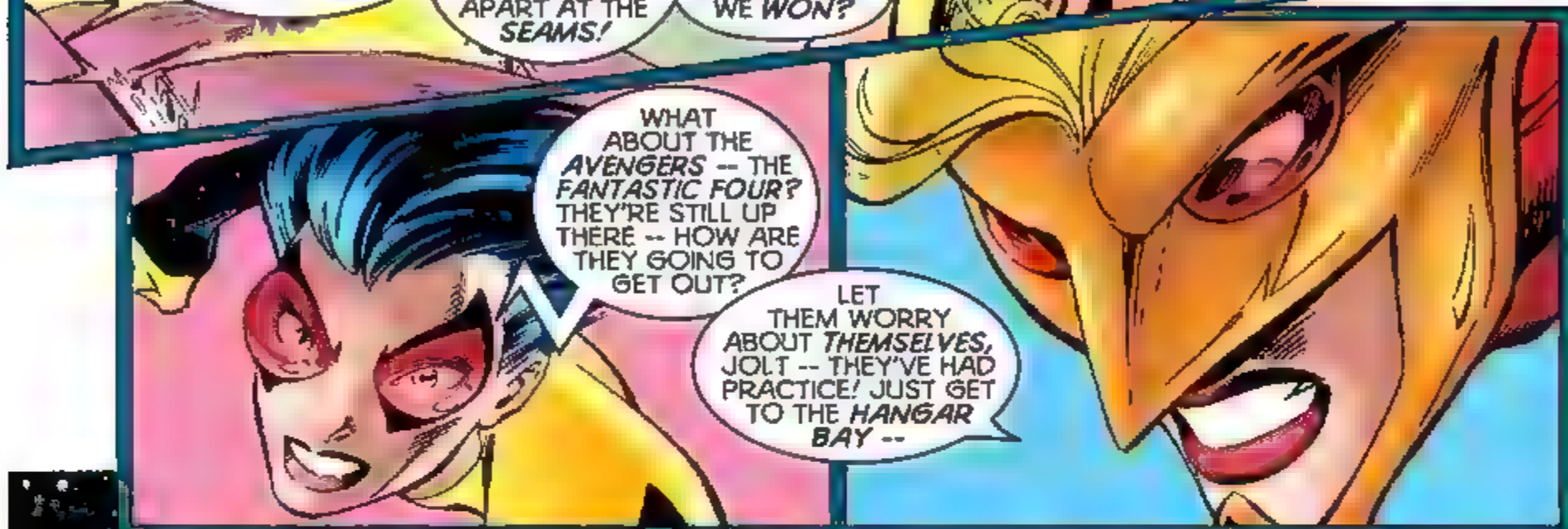


ATLAS!

QUIT WOOLGATHERING AND GET A MOVE ON! WE'VE GOT TO GET OUT OF HERE --

-- IN CASE YOU HADN'T NOTICED, THE *WHOLE PLACE* IS COMING APART AT THE SEAMS!

METEORITE! JOLT! THEN -- WE WON?



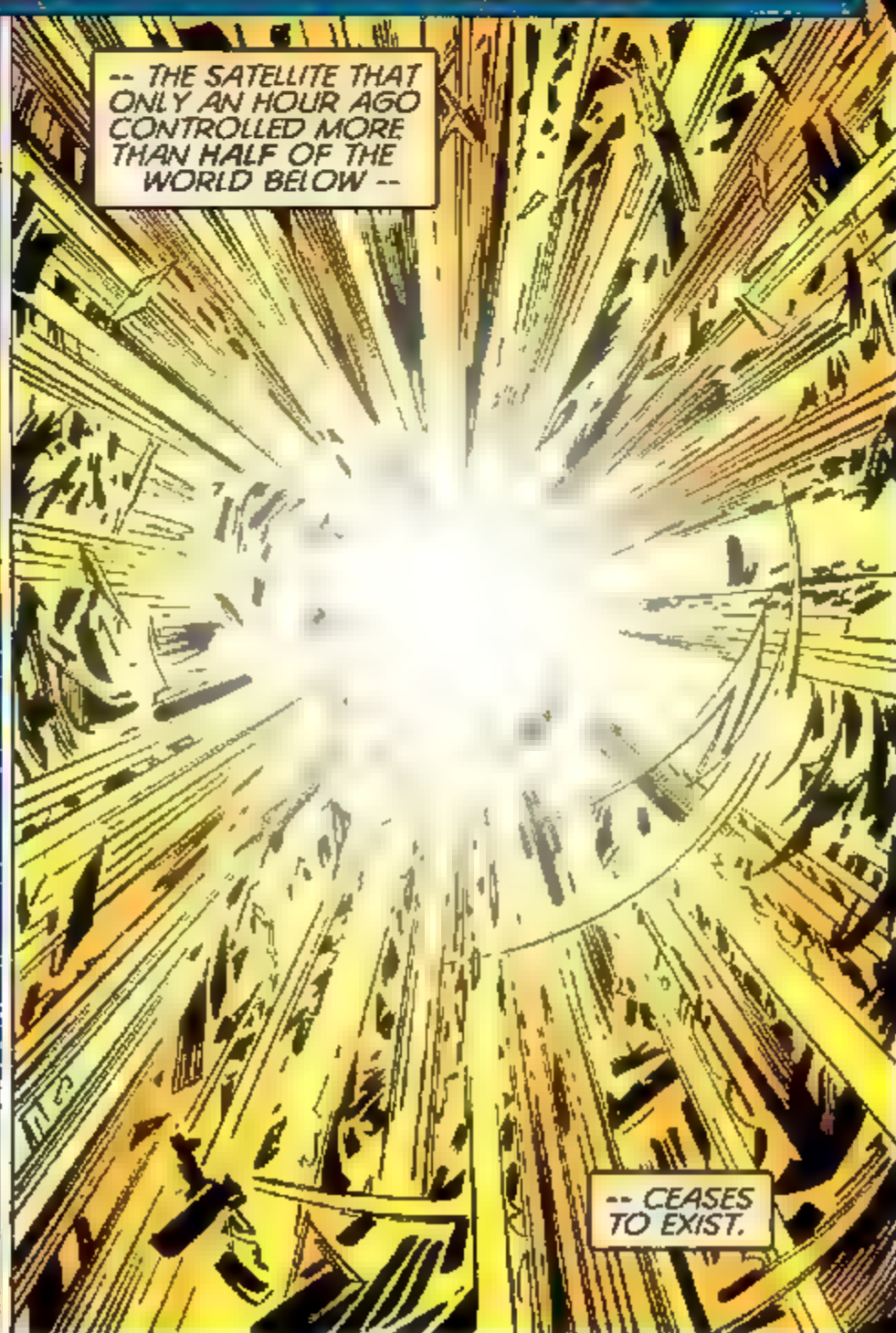
WHAT ABOUT THE AVENGERS -- THE FANTASTIC FOUR? THEY'RE STILL UP THERE -- HOW ARE THEY GOING TO GET OUT?

LET THEM WORRY ABOUT *THEMSELVES*, JOLT -- THEY'VE HAD PRACTICE! JUST GET TO THE HANGAR BAY --



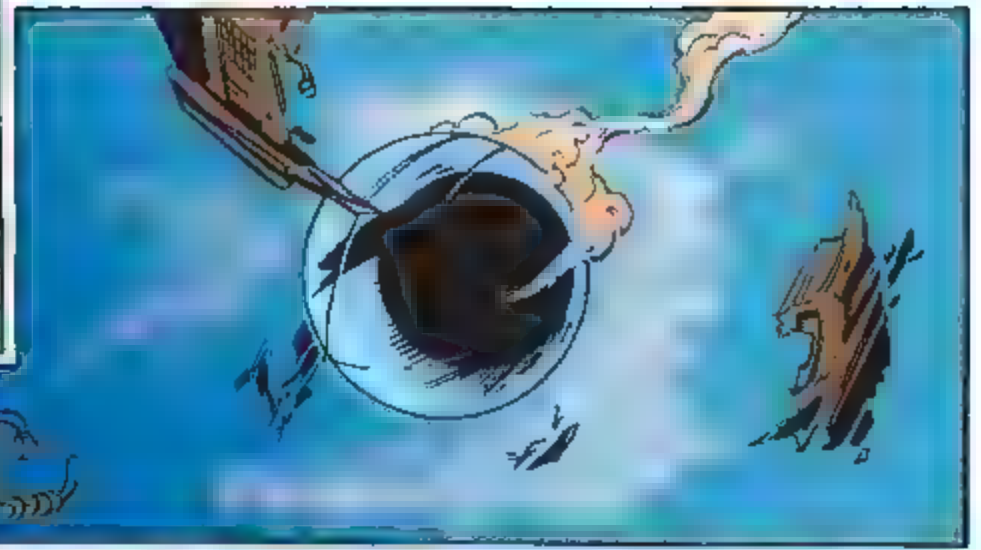
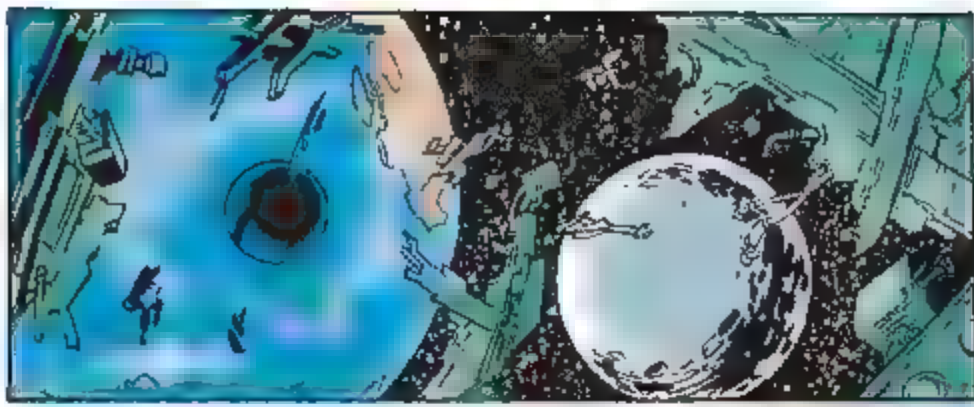
"-- AND FIND US A SHIP -- ANY SHIP!"

AND MOMENTS LATER, WITH A FINAL, CONVULSIVE HEAVE --



-- THE SATELLITE THAT ONLY AN HOUR AGO CONTROLLED MORE THAN HALF OF THE WORLD BELOW --

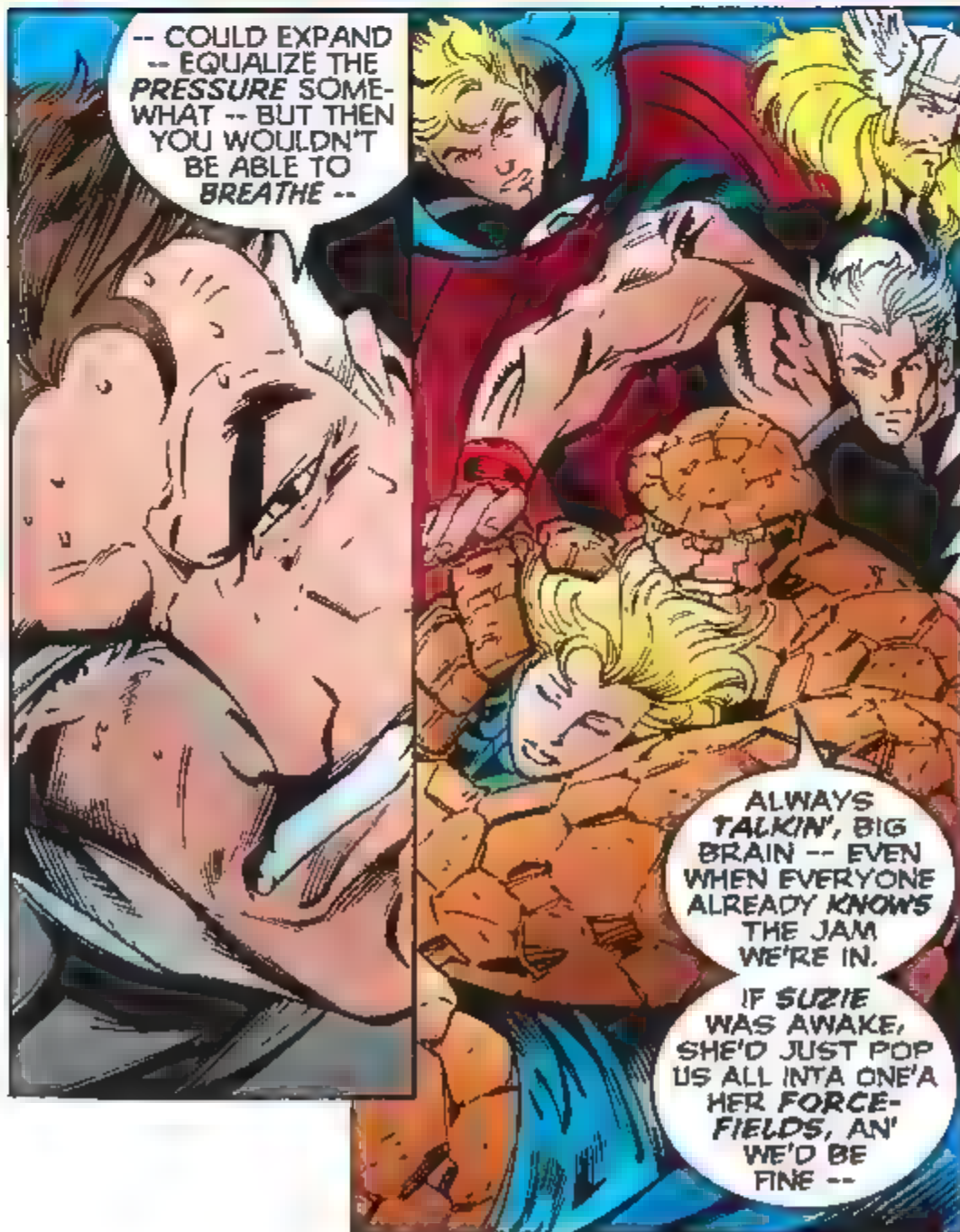
-- CEASES TO EXIST.



A BLUE SPHERE,
AGAIN. HOW ODDLY...
APPROPRIATE.

THERE'S
NO TIME FOR
JOKES, WASP!
WE'VE GOT TO...
FIND A WAY BACK
TO EARTH... AND
SWIFTLY!

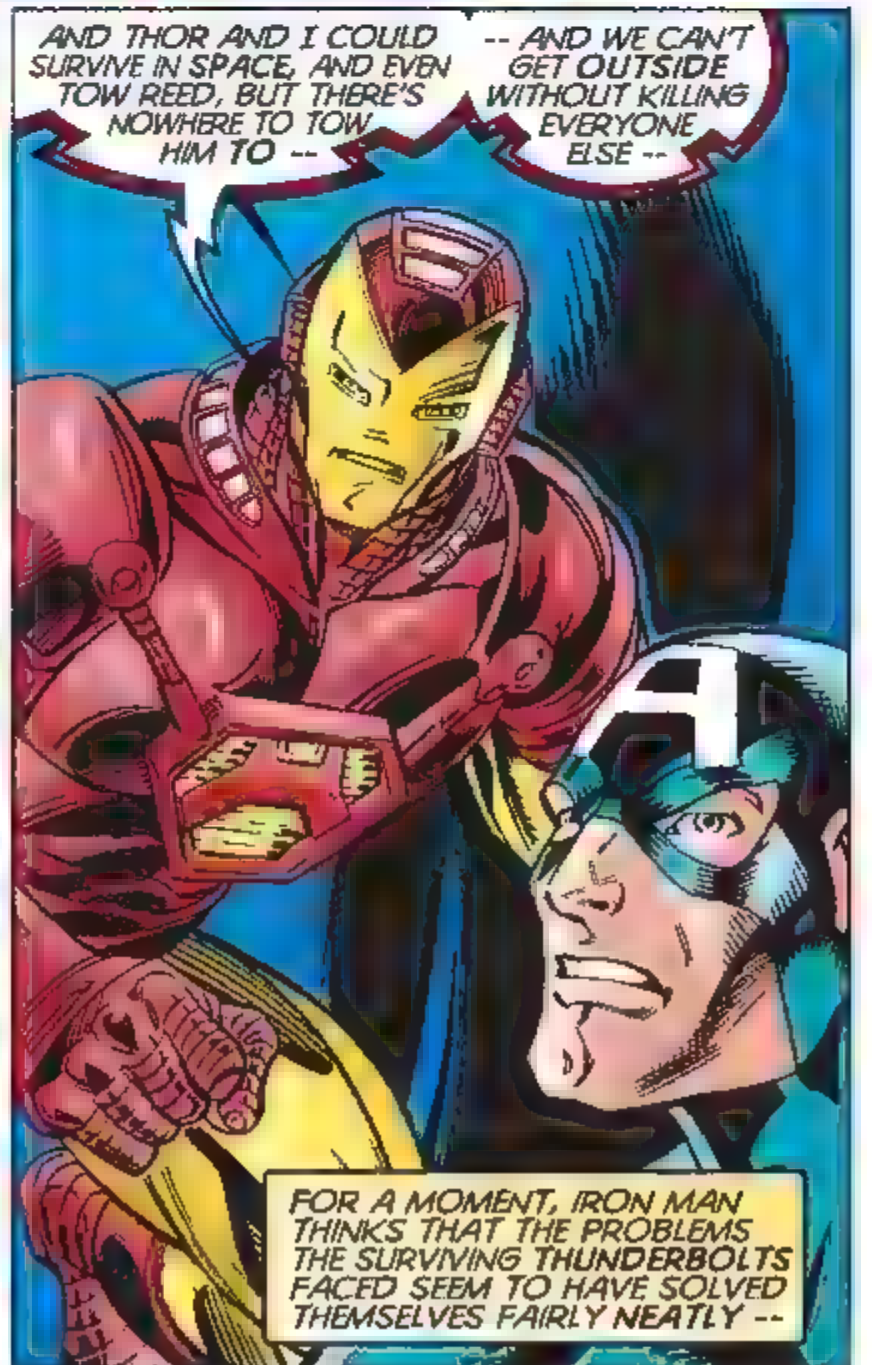
I --
TRAPPED
SOME AIR, BUT
THE STRAIN --
INTENSE --



-- COULD EXPAND
-- EQUALIZE THE
PRESSURE SOME-
WHAT -- BUT THEN
YOU WOULDN'T
BE ABLE TO
BREATHE --

ALWAYS
TALKIN', BIG
BRAIN -- EVEN
WHEN EVERYONE
ALREADY KNOWS
THE JAM
WE'RE IN.

IF SUZIE
WAS AWAKE,
SHE'D JUST POP
US ALL INTO ONE'A
HER FORCE-
FIELDS, AN'
WE'D BE
FINE --



AND THOR AND I COULD
SURVIVE IN SPACE, AND EVEN
TOW REED, BUT THERE'S
NOWHERE TO TOW
HIM TO --

-- AND WE CAN'T
GET OUTSIDE
WITHOUT KILLING
EVERYONE
ELSE --

FOR A MOMENT, IRON MAN
THINKS THAT THE PROBLEMS
THE SURVIVING THUNDERBOLTS
FACED SEEM TO HAVE SOLVED
THEMSELVES FAIRLY NEATLY --

-- BUT THEN HIS HELMET-
RADIO CRACKLES TO LIFE --

AHOY
THE AVENGERS!
AHOY, AVENGERS
AND FANTASTIC
FOUR --

-- THIS IS
MACH-1, ABOARD
THE SPACE STATION
SAMAROBRYN.

PREPARE
TO BE BROUGHT
ABOARD.

THIS IS GREAT, ABE -- BY
RIGGING SAMAROBRYN
TO COME TO US --

-- YOU
NOT ONLY
SAVED
US --

-- YOU
SAVED
ALL OF
THEM, AS
WELL!

YEAH, YEAH,
AND I'M STILL NOT
SURE THIS IS THE
SMARTEST THING
WE COULD
DO --

-- BUT NO
USE CRABBING
ABOUT IT
NOW...

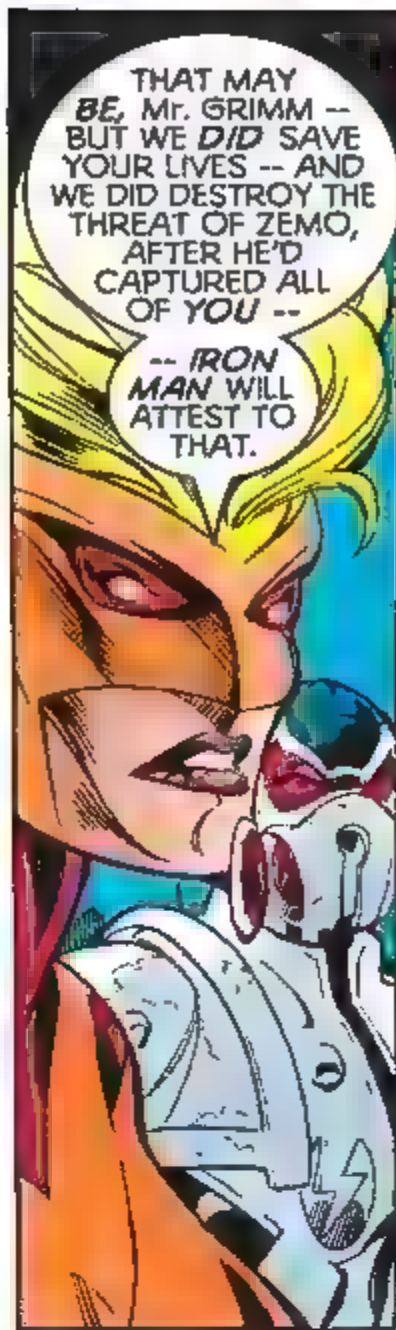
AND, MINUTES
LATER, AFTER
ALL ARE SAFELY
ABOARD...

SO,
HEROES...
...WHAT
NOW?

WHADDAYA
MEAN, "WHAT
NOW?"

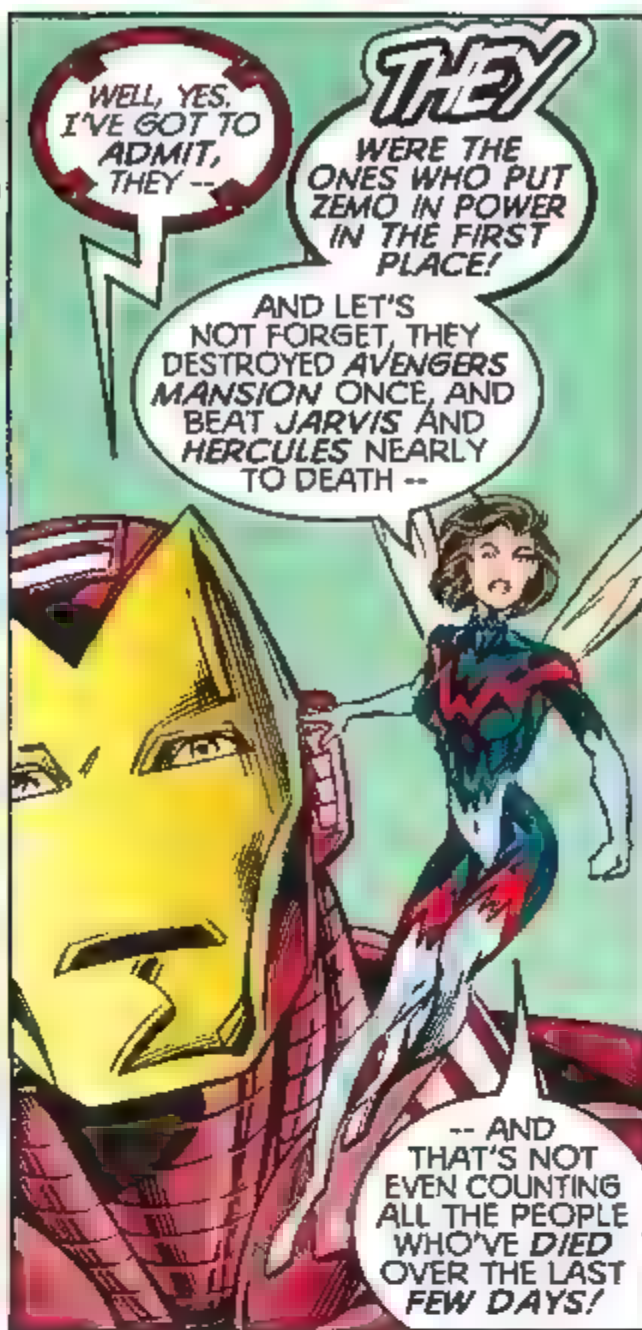
YER
A BUNCH'A
SLIMY SUPER-
CREEPS, AN' YER
GOIN' TA JAIL!
THAT'S WHAT
NOW!





THAT MAY BE, MR. GRIMM -- BUT WE DID SAVE YOUR LIVES -- AND WE DID DESTROY THE THREAT OF ZEMO, AFTER HE'D CAPTURED ALL OF YOU --

-- IRON MAN WILL ATTEST TO THAT.



WELL, YES, I'VE GOT TO ADMIT, THEY --

THEY

WERE THE ONES WHO PUT ZEMO IN POWER IN THE FIRST PLACE!

AND LET'S NOT FORGET, THEY DESTROYED AVENGERS MANSION ONCE, AND BEAT JARVIS AND HERCULES NEARLY TO DEATH --

-- AND THAT'S NOT EVEN COUNTING ALL THE PEOPLE WHO'VE DIED OVER THE LAST FEW DAYS!

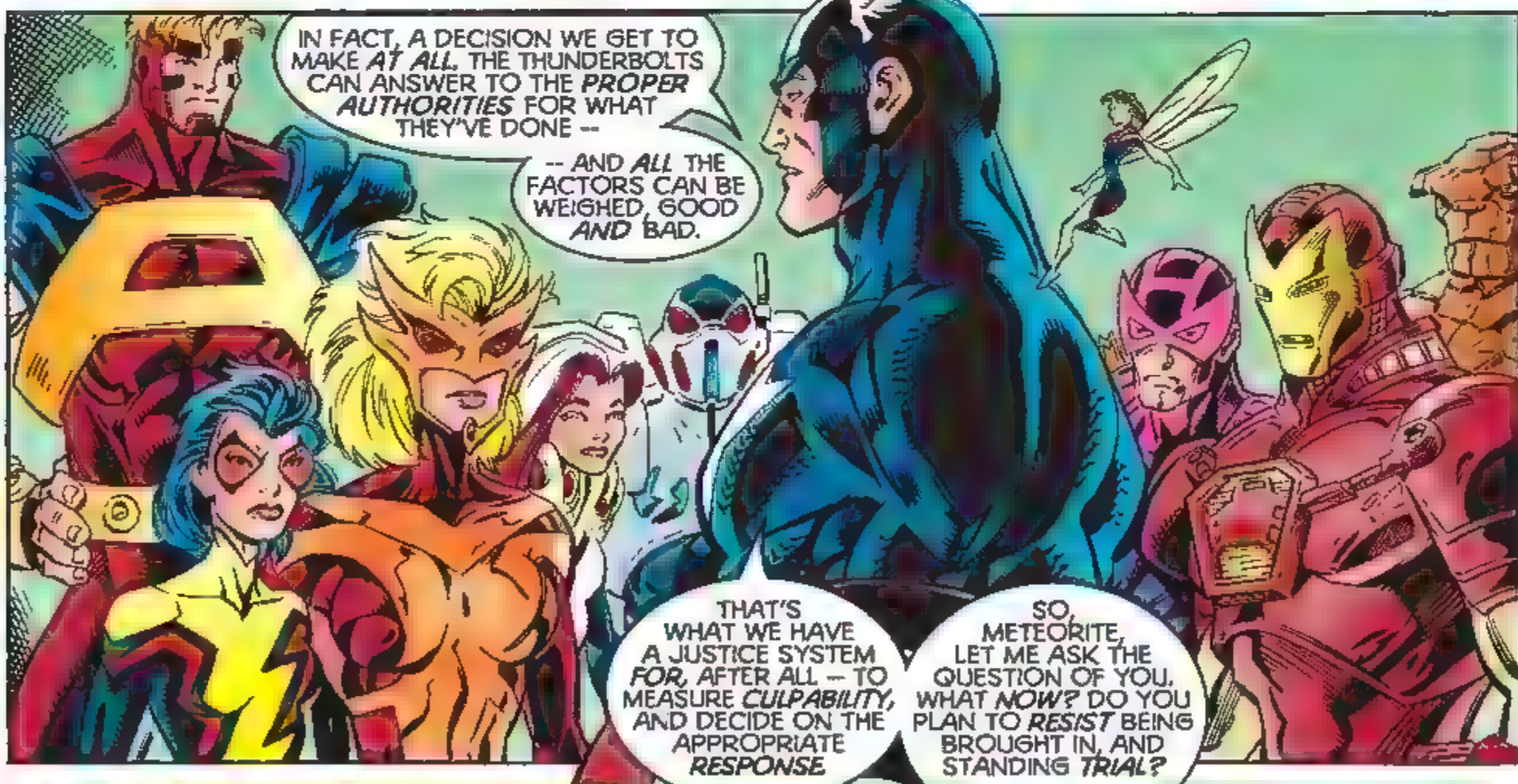


HEY, IT'S NOT THAT SIMPLE, THEY MAY HAVE STARTED OFF WRONG, BUT THEY DID THE RIGHT THING IN THE END, AND --

HEY, HAVE YOU SEEN FOUR FREEDOMS PLAZA LATELY, PURPLE-PUSS?

WANNA BUNK IN THERE A FEW DAYS, SEE IF YOU STILL FEEL SO FORGIVIN' OF THESE --

THIS ISN'T A DECISION WE HAVE TO MAKE NOW, PEOPLE.

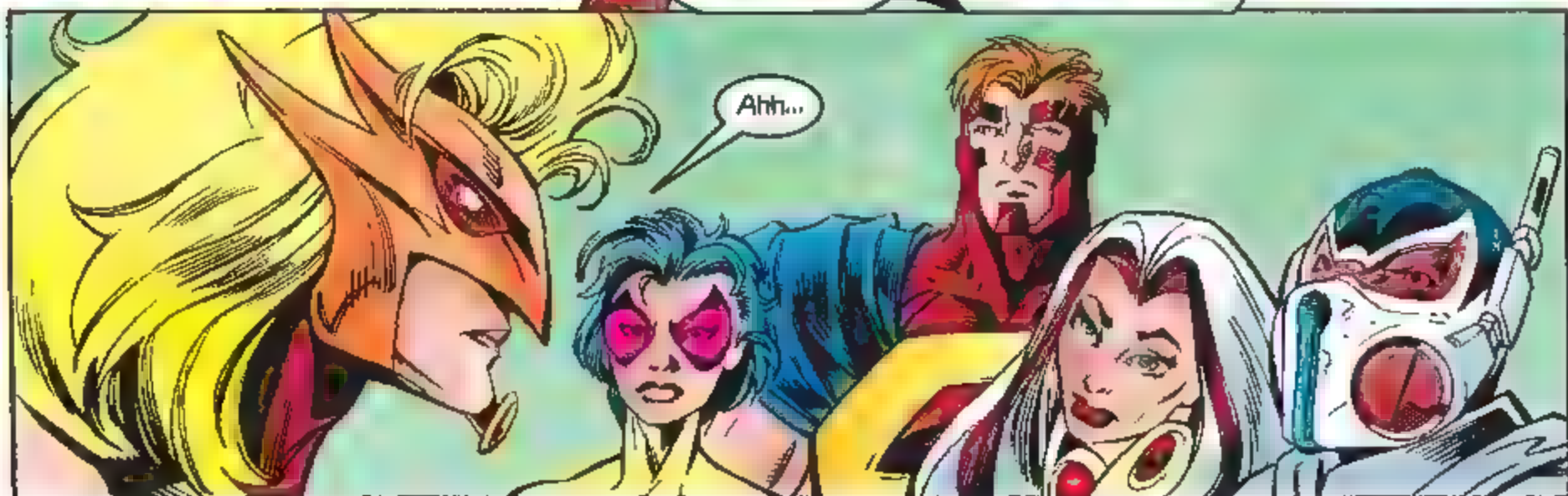


IN FACT, A DECISION WE GET TO MAKE AT ALL. THE THUNDERBOLTS CAN ANSWER TO THE PROPER AUTHORITIES FOR WHAT THEY'VE DONE --

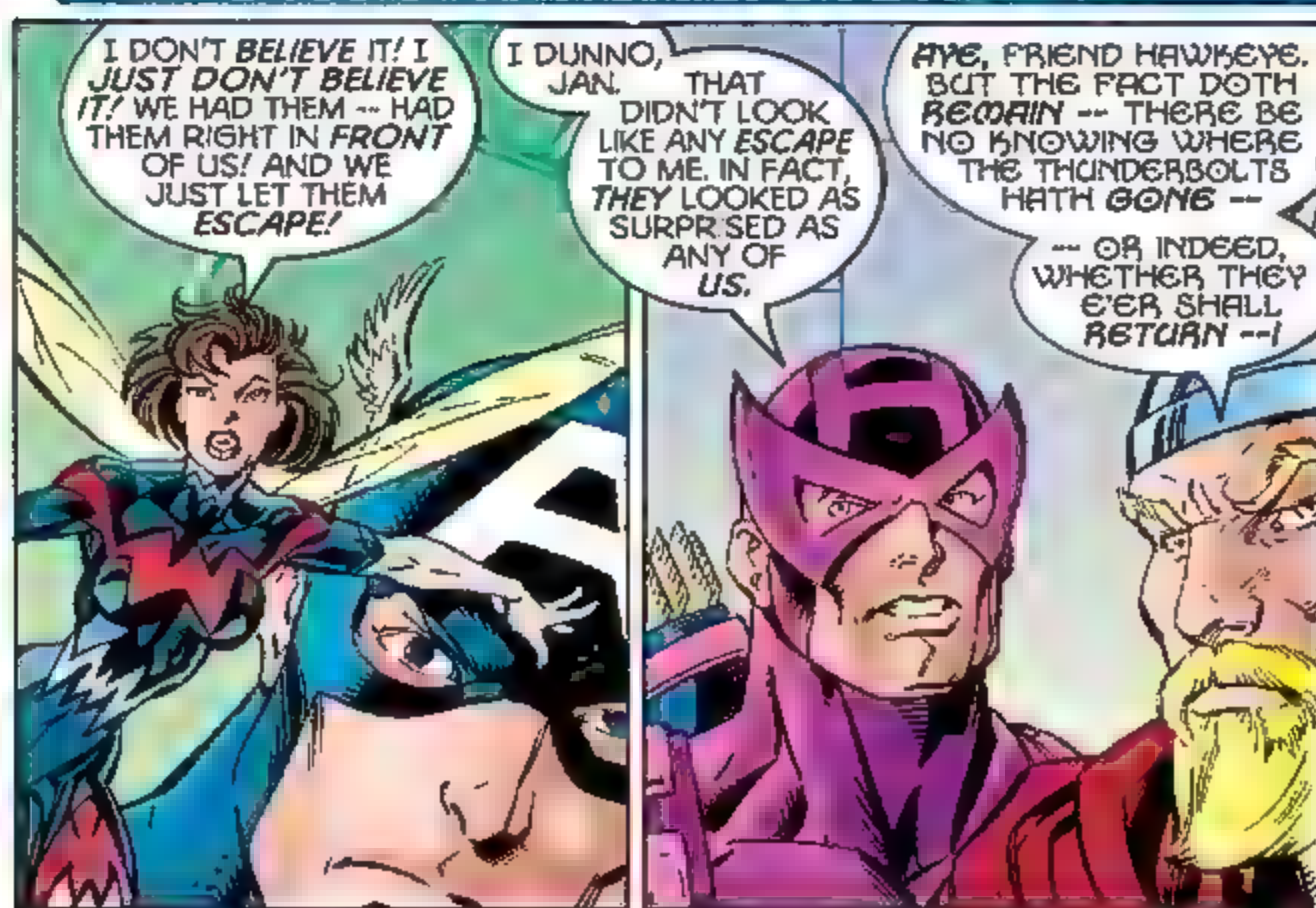
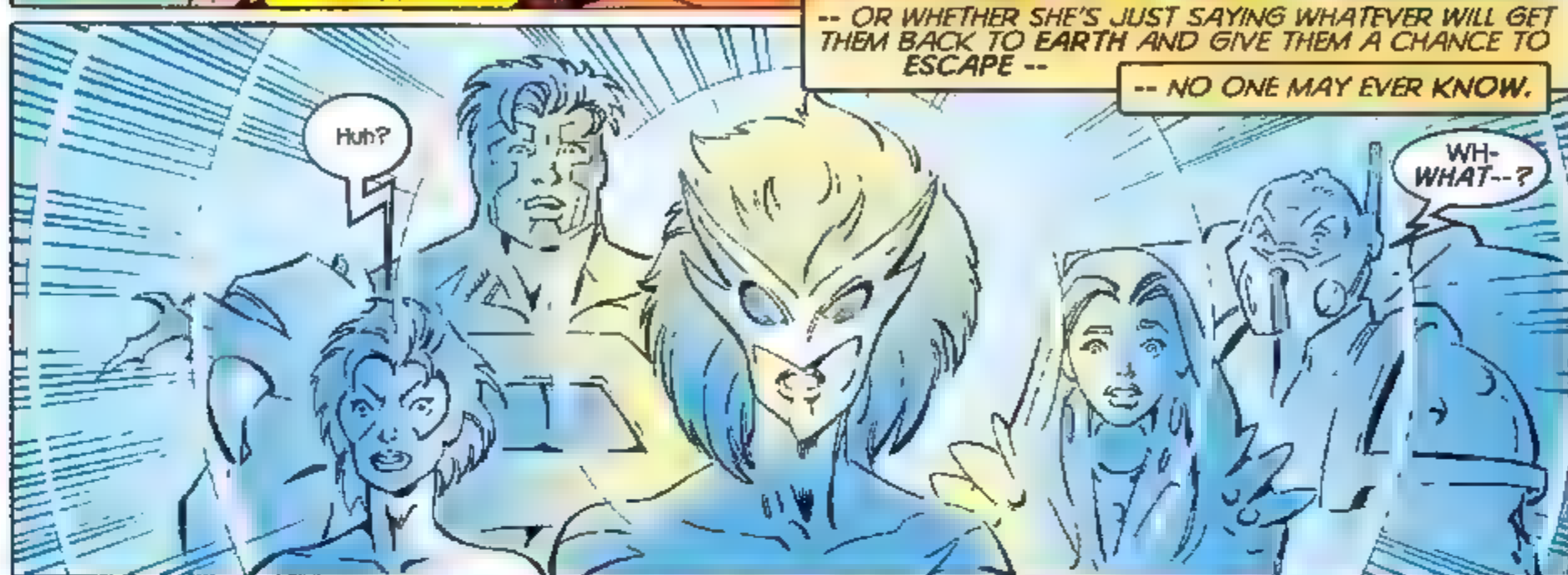
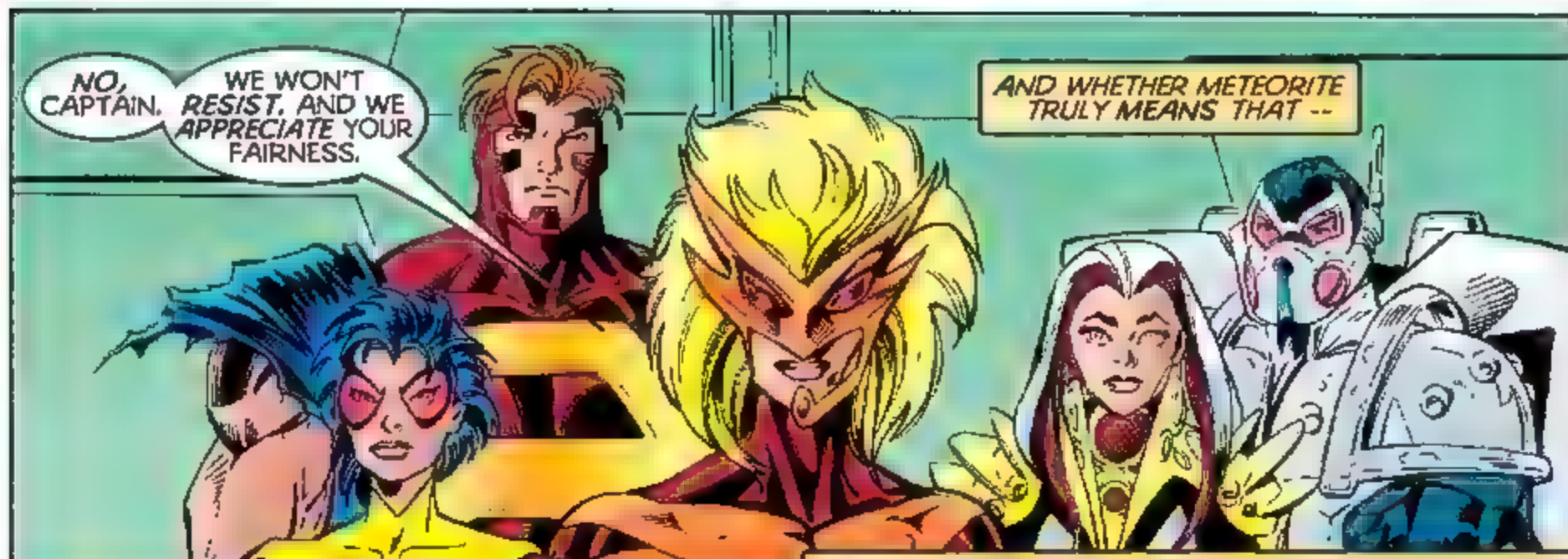
-- AND ALL THE FACTORS CAN BE WEIGHED, GOOD AND BAD.

THAT'S WHAT WE HAVE A JUSTICE SYSTEM FOR, AFTER ALL -- TO MEASURE CULPABILITY, AND DECIDE ON THE APPROPRIATE RESPONSE

SO, METEORITE, LET ME ASK THE QUESTION OF YOU, WHAT NOW? DO YOU PLAN TO RESIST BEING BROUGHT IN, AND STANDING TRIAL?



Ahh...



IT AIN'T OVER YET!

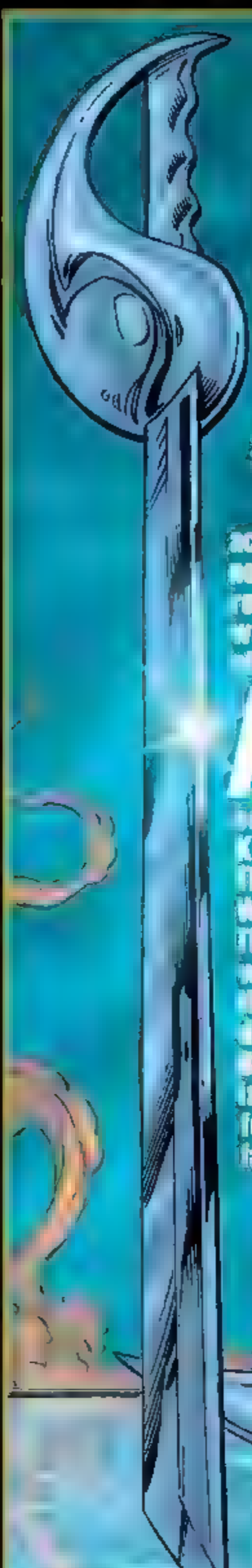
(DON'T WE KEEP TELLING YOU THIS WASN'T A 12-ISSUE LIMITED SERIES?)



THUNDERBOLTS #1 COVER ART BY MARK BAGLEY & VINCE RUSSELL
COURTESY OF WESTON ALLEN



THUNDERBOLTS PROMOTIONAL ART BY MARK BAGLEY



In the wake of tragedy, they appeared on the scene as a beacon of hope to a world that had lost most of its greatest heroes. They called themselves THE THUNDERBOLTS, and they promised to carry on the proud tradition set forth by such brave and noble super-powered teams as THE FANTASTIC FOUR and THE AVENGERS!

CITIZEN VI! METEORITE! M.A.C.H.-1! TECHNO! ATLAS! SONGBIRD! The world soon embraced them, and accepted these Thunderbolts as heroes of the first order!

Little did the world know, however, that the Thunderbolts were actually wolves in sheep's clothing — super-villains disguised as new heroes! Meteorite was actually MOONSTONE! M.A.C.H.-1 was really THE BEETLE! Techno was THE FIXER! Atlas was GOLIATH! Songbird was SCREAMING MIMI! And worst of all, their leader, Citizen V, was one of the most evil men on Earth — the notorious BARON ZEMO!

Now, for the first time, the true origins of the Thunderbolts — in their original super-villain identities — are collected in one volume, with stories and art by some of comicdom's greatest talents: STAN LEE! JACK KIRBY! GEORGE PEREZ! ROGER FERNANDEZ! ROY THOMAS! MARK GRUENWALD! GAIL SIMMONS! With excerpts from the original Thunderbolts proposal by writer KURT BUSIEK and the original character designs by artist MARK BAGLEY, this is an invaluable edition for Thunderbolts fans old and new.



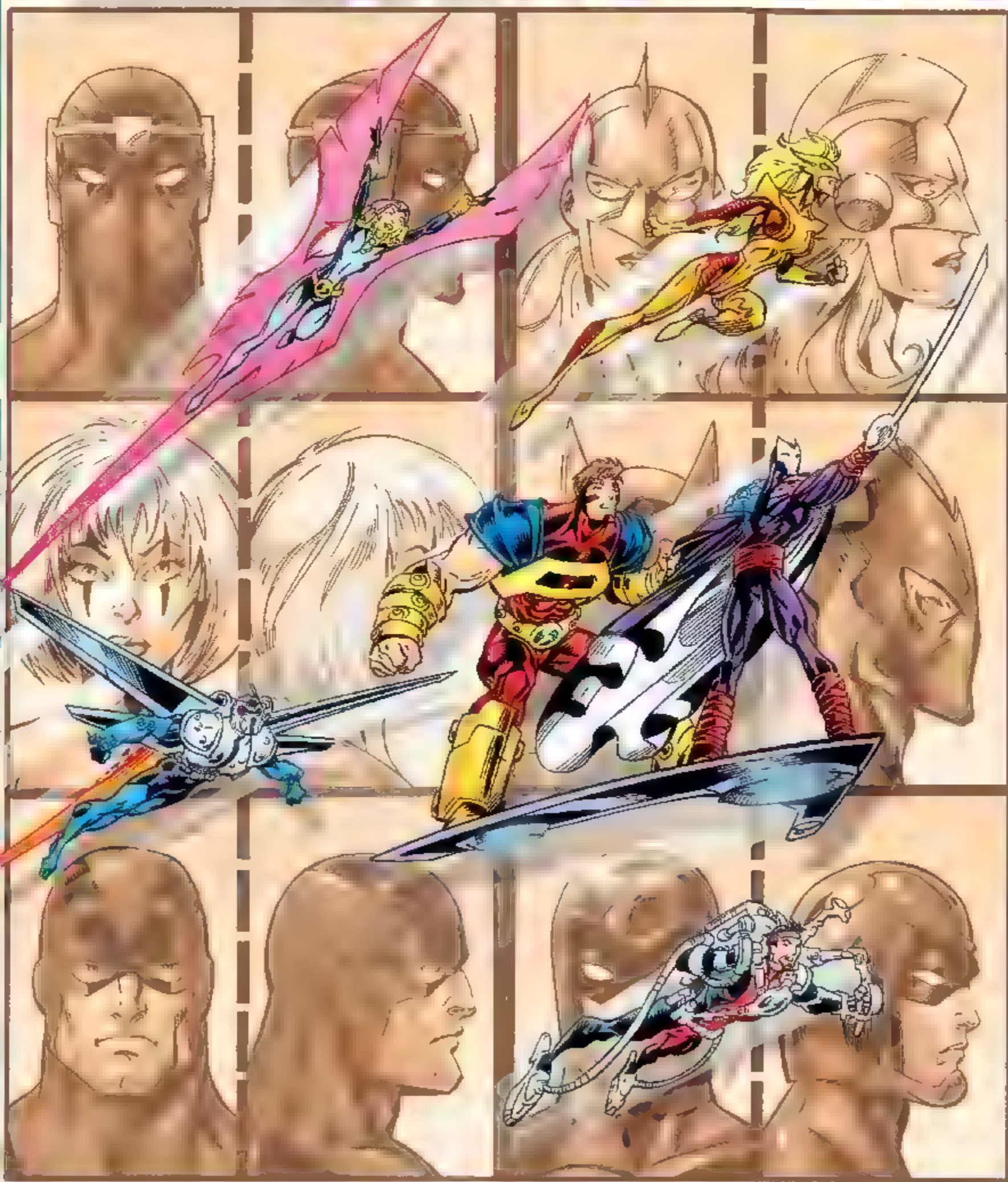
7-17-87
S. J. SIMMONS
LKD 101

THUNDERBOLTS: MARVEL'S MOST WANTED TPB (1998) COLLECTED THE TEAM MEMBERS' FIRST APPEARANCES: CAPTAIN AMERICA #168 (BARON ZEMO), INCREDIBLE HULK #228-229 (MOONSTONE), MARVEL TWO-IN-ONE #56 (SCREAMING MIMI), AVENGERS #21-22 (POWER MAN/GOLIATH), AND MATERIAL FROM STRANGE TALES #123 (BEETLE) AND #141-143 (FIXER).

Marvel Comics

THUNDERBOLTS

MARVEL'S MOST WANTED



COVER BY MARK BAGLEY, SCOTT HANNA & LIQUID!

A frustrated mechanic with dreams of fame and fortune. A German from a disgraced noble family. A criminal psychiatrist — in both senses of the term. An arrogant genius who delights in showing others how clever he is. A mercenary soldier, wounded and stumbling through the jungle, praying to evade capture. A costumed female wrestler who'll follow whatever crowd she's part of.

Who knew?

Who knew that these six individuals would come together at all, much less affect the Marvel Universe and each other as much as they have, as the founding members of the Thunderbolts?

Not me, that's for sure. Not when I first read the stories collected here. I just enjoyed them as entertaining, involving comic book stories, little dreaming that I'd be writing them all someday, and shaping their futures.

But it's like this. I love comics history. I love the scope of it, the way it interrelates, the way the characters' stories weave in and out of other characters' stories, always adding more to the bigger picture, to the larger structure. Sure, there's got to be more to it than that — the stories have to be entertaining first and foremost, but how the Marvel Universe works, how the bits of it affect the other bits, is part of the fun, at least for me.

So when I was asked to come to a creators' conference in 1996, to help figure out what could be done with the Marvel Universe after the Fantastic Four, the Avengers and the others had vanished and were presumed dead after a conflict with the cosmic villain Onslaught, one of my first thoughts was for how the ordinary people of the Marvel U. would be affected — here they are, with their greatest heroes taken from them, and all they've got left are suspicious vigilantes like Spider-Man and Daredevil, mutant factions like the X-Men, monsters like the Hulk and the Ghost Rider, kids like the New Warriors, and so forth. How are they going to feel?

And so editor Tom Brevoort and I wound up cornering Editor in Chief Bob Harras in the conference-center bar, and saying, "So imagine this: A new group of heroes shows up — bright, noble-seeming, daytime heroes, absolutely in the mold of the Avengers and FF. And the public loves them. The new heroes are exactly what they need to feel safe at night, to feel protected like they used to. So these new heroes instantly become celebrities, become the much-loved heroes that the Avengers used to be. There's only one hitch: The heroes are really the Masters of Evil in new costumes, and the whole thing is a scam to get

in position to take over the world."

Bob listened to us, thought for about ten seconds, and said, "Okay. Let's do it."

And that's where the stories collected in this volume come in.

I'd chosen the Masters of Evil in the first place because they were classic Avengers villains, because they'd had so many members over the years to choose from, and because in one of their most memorable incarnations they'd had a great leader — Baron Helmut Zemo, son of the founder of the original Masters. But while it was simple enough to grab a copy of the *Official Handbook to the Marvel Universe* and look up past Masters rosters, eliminating characters who wouldn't work, either because they were dead (the Melter, Blackout), because they weren't the sort who'd play along with this kind of scheme (the Enchantress), or because they couldn't be effectively disguised as heroes (the Absorbing Man), there was more to our plans than that. The flip side of the concept was that the scam the Masters were perpetrating, the pose as heroes, would cut both ways — at least some of the faux heroes would find themselves enjoying the role, and wanting to continue it, which would lead to trouble as the plan came closer to fruition. So it wasn't just which members were available and appropriate to the scheme that mattered — it was who they were and how they could be affected by the role they'd be playing.

Thus, I went back to the various characters' first appearances, looking at how they started out and why they became super villains in the first place. Only by knowing who they were and what they wanted when they first started out could I figure out how they felt about themselves now, and how they'd be affected by their pose as heroes. And in digging up these stories, looking at what the original creators of these characters had done with them, our team started to emerge:

- First off, I knew we were going to use Baron Zemo. The best leader the Masters of Evil ever had (except for his father, who wasn't available), Zemo debuted seeking revenge against Captain America for his father's death — and that was a pattern that repeated itself in future appearances. What would he do, I wondered, once he not only lost his father, but also the object of his revenge — Captain America and the Avengers? Would it leave him without a goal at all, or would he find it liberating, spurring him to let go of his fixation and move on to a grander scheme — to stop trying to finish his father's fights and to finally step into his father's shoes? Noting that he chose to debut as the Phoenix, as a symbol of rebirth, I decided on the liberating aspect and penciled him in.

• The next two were also gimmes, though for very different reasons. Moonstone, as you'll see here, debuted as a very cold, calculating woman, secure in her skills and reeking with self-interest. As a psychiatrist, she'd be perfectly aware of the effect role-playing would have on the others, and as a self-centered near-sociopath, she wouldn't necessarily take any steps to stop it — and indeed, might help it along if it served her interests. Moonstone was so clearly and effectively characterized by Roger Stern that writing her has been a joy.

• Then there was the Beetle, the earliest of our little ensemble to debut. Far from the self-assurance of Moonstone, he'd gotten into the super-villain game out of frustration at being in a dead-end job and wanting recognition and respect. So he became a super villain — only to find it a dead-end career in which he won recognition as a many-time loser and virtually no respect whatsoever. Give this guy a tidal wave of public approval, I realized — and you'd be giving him everything he ever wanted. How could he go through with the final plan and lose it all? Knowing that, there was no way to leave him out.

• Erik Josten, who'd had a checkered career as Power Man, the Smuggler and Goliath, made the list in part for his connections to the Zemo family, in part because I like giants (in a later story than the one printed here, he gained the power to grow to giant size), and in part because that one Don Heck/Wally Wood page of him making his way out of the jungle to Zemo's ruined base always made him seem intriguing to me — not someone who sought out power, like the others did, but someone who needed a short-term solution (get out of the jungle alive) and grasped at a straw with long-term ramifications. He's in over his head from the beginning, and throughout his career has steadily made choices without thinking them through, only to discover later that he's jumped from the frying pan into the fire.

• The Fixer, at first, made the team simply because any super-team can use a gadgeteer. But in going back to the three-part *Strange Tales* mini-epic that introduced him, I was struck by his obvious pride in his abilities and his glee at using them — this is not a man who's seeking society's respect, like the Beetle, but someone who has ego aplenty, and simply wants the world to acknowledge that he's their superior. The adulation of the crowds wouldn't affect him that much, because he sees it as his rightful due — but he'd still enjoy it, and that could be fun.

• And then there's Screaming Mimi. Not a whole lot of information on her, in her first appearances — or even later, as it happens. But she had a distinctive

power, and there was something in the fact that she was such a blank slate — that she only ever seemed to appear as part of a team — whether with the Grapplers, the Masters of Evil or as Angar the Screamer's partner in crime — that made me wonder if she defined herself by who she was with, always submerging herself in a group. What could have happened to her, I wondered, that would make her bury her sense of self like that — and what would she do in a group whose public identity was at odds with its private identity? Worth putting her on the team to find out, I thought.

So there we were — six characters who could be spruced up with new disguises, codenames and in a couple of cases revised powers. We had a team.

And that's what I love about the Marvel Universe — about this kind of sprawling, interactive fictional history that seems to be a hallmark of super hero comics and little else. Because just as I didn't see any of this coming as a reader, neither did the creators who brought these characters to life in the first place. Stan Lee, Jack Kirby, Carl Burgos, Don Heck, Roy Thomas, Tony Isabella, Sal Buscema, Roger Stern, Mark Gruenwald, Ralph Macchio, John Byrne, George Pérez — they were just writing and drawing the best stories they could at the time. The stories stand on their own — they work as self-contained stories, touching, fun, goofy at times, involving, always entertaining — but they also persevere. Once told, they're part of the fabric of the Marvel Universe forever, and nobody ever knows quite where they'll lead next. All you can count on is that there *will* be a "next," that the various threads that make up the pattern will continue to affect each other, will continue to interweave, creating new patterns nobody ever saw coming.

So here they are — this is where the Thunderbolts began. And every month, in the pages of *Thunderbolts*, we're taking them that step further, trying to find out what futures these pasts lead to. I hope you enjoy these stories as much as I did when I first encountered them, and I hope that Mark Bagley, Tom Brevoort, and I are capturing the spirit of these characters as their original creators portrayed them. And as to those futures, as to those stories yet unwritten, those paths yet untaken — where do they lead? What'll happen next?

Who knows?

That's the best part.

Kurt Busiek
December 1997

The trickiest part of the whole thing was maintaining the surprise. Not that we're doing so any more. The cover of this trade paperback, plus the text on the back, the catalog descriptions and most of the stories within, blab the secret right out there for any to see, so if you weren't around when *Thunderbolts* launched, you probably missed out on it being a surprise. But it wasn't easy, I'll tell you that.

At this point, let me drop back a little and explain how this series came to be. I went into it in more detail in the intro to the *Thunderbolts: Marvel's Most Wanted* trade paperback, but just to go over the basics:

It was just before *Onslaught*, which wiped out the Fantastic Four and (many of) the Avengers, and sent them off to another dimension for a year. Marvel was having a creators' summit, gathering together a mess of writers and artists to talk about what might happen in the main Marvel Universe, with so many heroes gone.

I noted that the missing heroes, for the most part, were the daylight heroes, the well-loved heroes, the heroes that made Marvel's citizens feel safe. Much of what was left included shadowy heroes like Spider-Man and Daredevil, feared outsiders like the X-Men, troubling creatures like the Ghost Rider and a more-savage-than-usual Hulk. The ordinary people of the Marvel Universe would be terrified, it seemed to me, and desperate for some sign of hope.

So what would happen, I asked editor Tom Brevoort, if a new group of heroes emerged — a group of bold, noble, reassuring heroes that made people feel safe in their beds? What would happen if they were embraced by the public, lionized as the successors to the much-mourned Avengers and Fantastic Four — but, as it turned out, they weren't heroes at all, but longtime Avengers enemies the Masters of Evil in disguise, pulling the wool over the public's eyes as part of a scheme to take over the world?

And that question, I added, wouldn't just be about what happened to the world. What would it do to the villains themselves, many of them frustrated by years of defeat and humiliation, to suddenly be loved, to be celebrities, trusted and respected by the people who used to despise them? What would happen when it came time to unveil their plans, and revert to their criminal personas — would they want to do it? Or would they want to stay heroes, and keep their newfound fame?

By the time the summit ended, we had a green light from editor in chief Bob Harras for a new ongoing series. We lined up an artist — the versatile and inventive Mark Bagley — assembled a cast, supplied them with cover identities, and got rolling.

Now all we had to do was keep it a surprise.

After all, we had to be able to promote the new book — heck, we had to be able to describe it — and the single most distinctive thing about the series was something we couldn't tell anyone, not if we wanted the first-issue finale to work as a revelation. So we decided to just sell the cover story — these were new heroes who stepped up to the plate in the wake of *Onslaught* — and merely hint that they might have a "dark secret."

It wasn't easy, though. The people in promotion naturally wanted to sell the most copies, and being told they couldn't tell people what the book was about didn't sit well with them. And editors who weren't involved with the book, but who liked the idea, described it in interviews, not knowing that it was supposed to remain a secret. Luckily, the reporters involved immediately called us for confirmation, and we bribed them with exclusive interviews to shut up — the free press in action. We even had a near-disaster when the catalog was written, since the T-Bolts first appeared in *Incredible Hulk* #449, edited out of an office that didn't know it was supposed to be a secret — so the initial solicitation read something like, "The Hulk runs afoul of the Thunderbolts, a group of super villains pretending to be super heroes." Luckily, Peter David, writer of *Hulk* at that point, caught it and squeaked it for us.

And as we got closer to the series debut, the sales folks got more and more worried about making sure people actually bought the book, since they were essentially promoting a generic super-team made up of characters no one had ever heard of. So they started leaking out clues, and people here and there started figuring it out...

And Tom, Mark and I were getting worried ourselves — were we killing the long-term sales of the book in hopes of maintaining the first-issue surprise? Should we tell people? Did it matter? Were we getting too paranoid about nothing?

Luckily, it all worked out. The leaks came too late to reach many people. The first issue came out, and hit an audience that had no idea what was coming.

And the surprise worked like a charm.

After #1 came out, all we heard were astonished reactions, amazement from people who'd picked up T-Bolts #1, expecting another super-team, some worthy but undistinguished temporary replacements for the *real* Marvel heroes — and they'd been completely suckered by the ending. And any disadvantage we might have had in promoting the book ahead of time was more than made up for in word-of-mouth recommendations from delighted readers. Comics fans were telling their friends to get the comic, and to get it *now* — and refusing to tell them why.

The book sold out, and we had to go back to press with an extra printing of #1. Then that *second* printing sold out, and we did a quickie collection of #1 and #2 to keep up with the demand.

And I must admit to an ongoing satisfaction, on two fronts:

First, more and more comics creators, publishers and promotion folks have begun to see the value in keeping secrets — in letting readers discover the surprises by *reading* the comics, rather than telling them about it beforehand in the name of boosting sales.

And second, *Thunderbolts*, a book that launched during a very difficult period for comics, when new books rarely survived — and indeed, all the books it launched with are gone now — is still around, and still doing healthily. We heard from people who figured it wouldn't last more than a year when they thought it was just about replacement heroes, before the secret was out. And then we heard from the people who thought the secret was an interesting twist — but it wouldn't last eight issues, because there just wasn't enough material to be had from the concept.

And then they started saying it wouldn't last past 12 issues. And then that it wouldn't last past 18 issues. And then 25 issues. And once we passed #30, they stopped predicting our doom.

And now T-Bolts has passed #50, and has spawned a *Captain America/Citizen V* special, a *T-Bolts: Life Sentences* one-shot, and a *Citizen V* and the *V-Battalion* limited series — and a second *Citizen V* limited series is presently in the works.

And that fact, I have to attribute to there being more to *Thunderbolts* than that first surprise. The characters, created originally by Stan Lee, Jack Kirby, Don Heck, Carl Burgos, Roy Thomas, Tony Isabella, Sal Buscema, Roger Stern, Ralph Macchio, Mark Gruenwald and John Byrne, had what it took to be interesting and involving as we delved into their motivations and how they'd react to their new situation. The paces Tom, Mark and I put them through got readers hooked, and kept them reading, even after the T-Bolts set off in new directions. Fabian Nicieza and Patrick Zircher took over from Mark and me, and brought their own surprises and insights to the book. And most of all, the audience never stopped supporting us, never decided they'd had enough.

That's the best kind of reaction comics creators can get.

So with my thanks to Tom, Mark, Peter, Sal and everyone else whose hard work went into making these stories what they are, and to everyone who's read and appreciated them so far, here it is — the dawn of the *Thunderbolts*. If you're a T-Bolts fan filling in your collection, you probably already like the team. If you're a newcomer, you at least know their "dark secret." Either way, you'll have to take our word for it that the end of #1 made a big splash, and provided this book with a better kickoff than we could have hoped for. But don't worry too much about it. After all ... there's plenty more in here to make it worth your while.

Enjoy.

Kurt Busiek

August 2001

A dynamic comic book illustration featuring several characters. In the top left, a character in a white and blue suit with a lightning bolt emblem on the chest. In the top center, a character with long white hair and a yellow and black outfit. In the top right, a character with a red and black face and a red and blue suit. In the center, a character with long blonde hair and a yellow and black outfit. In the bottom left, a character with a red and black suit and a lightning bolt emblem on the chest. In the bottom right, a character with a white and black mask and a red and black suit. The background is a mix of dark and light colors with some energy effects.

One
Team,
One
Goal,
One
Dark
Secret.

48 Pages
Kurt
Busiek •
Mark
Bagley •
Vince
Russell

JUSTICE, LIKE LIGHTNING...

THUNDERBOLTS

Monthly Beginning in February



www.marvelonline.com or AOL ® keyword: **marvel**
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CITIZEN V

A.K.A. THE SECOND BARON ZEMO.

Supercilious, arrogant, contemptuous and brilliant, he passes himself off as an aristocratic, intelligent man, deeply dedicated to a life of service. His attitude is reserved and ironic, much like Jeremy Irons in *Reversal of Fortune*, but most people take it as thoughtfulness and concern. Citizen V is a masterful combatant, but as in all things, he's restrained and elegant. If attacked, he's more likely to slam the attacker into a wall with a swift, dismissive arm motion than to get into a donnybrook; that would be undignified.





◀ FIGURE OF
THE ORIGINAL
CITIZEN V OF
THE 1940s

NOTE -
THE KNIFE, STAFF, MASK
AND GLOVES ARE BUILT FROM

◀ MARK BAGLEY'S
ORIGINAL PENCIL
DESIGN FOR
THE CITIZEN V
COSTUME

◀ FINAL INKED
MODEL SHEET

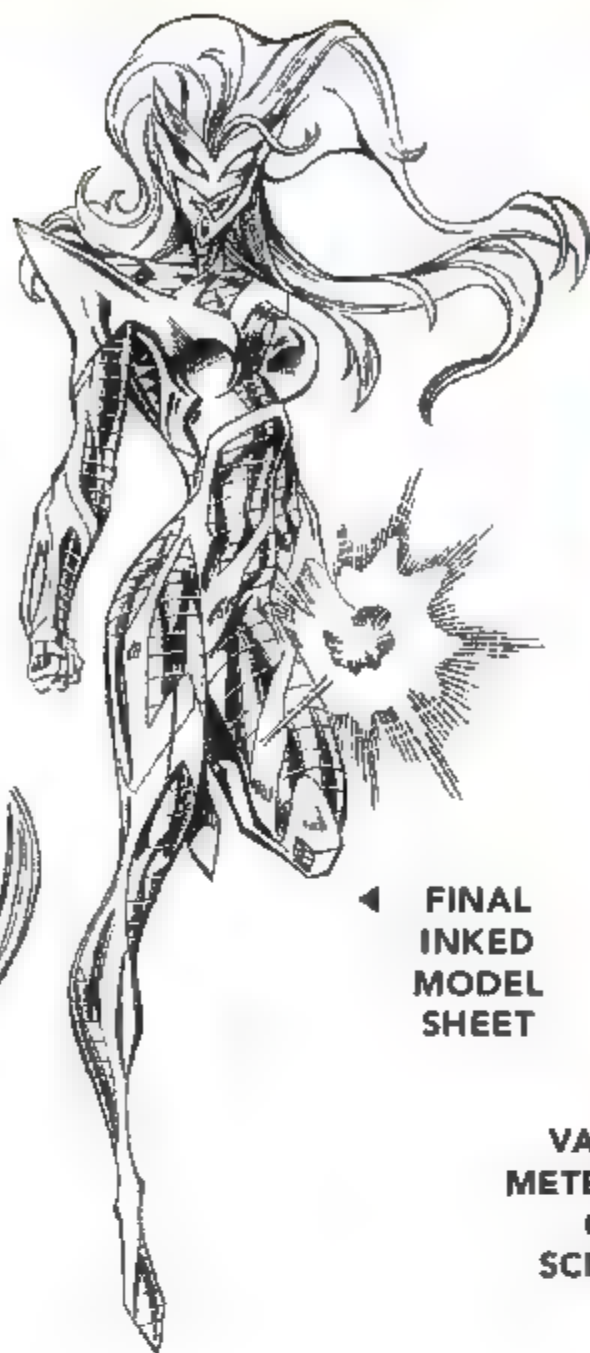
METEORITE

A.K.A. MOONSTONE.

A trained psychiatrist, she presents herself as a serious, dutiful, helpful second-in-command, a partner to Zemo and a sympathetic ear to the rest of the team. Underneath, she's a classic soap-opera witch, her outward kindness and camaraderie masking cold self-interest. She can fly, she's super-strong, she can fire blasts of heat and light, and even phase through solid objects, thanks to the power of the mysterious moonstone she scammed off the original Moonstone. As Meteorite, she'll concentrate on flight and blasts.



METEORITE



◀ FINAL
INKED
MODEL
SHEET



VARIOUS ▶
METEORITE
COLOR
SCHEMES

**KARLA SOFEN'S
FIRST APPEARANCE:
CAPTAIN AMERICA #192**



MACH-1

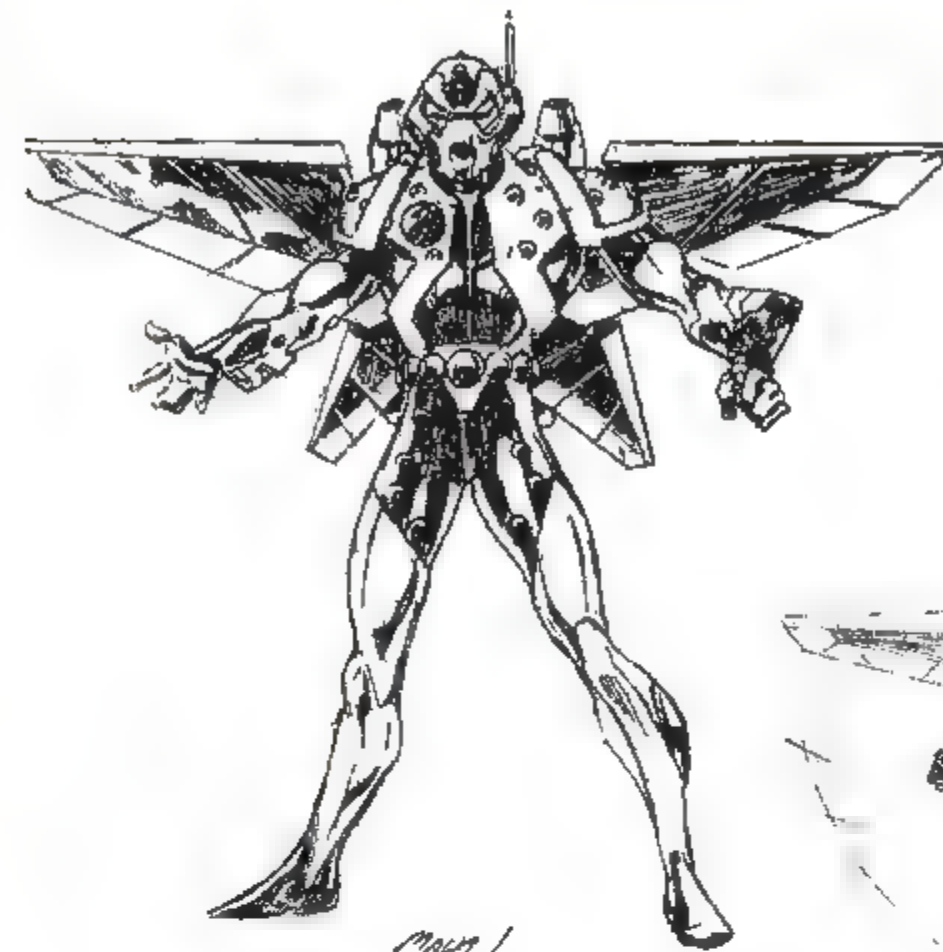
A.K.A. THE BEETLE.

His exo-skeleton completely revamped by the Fixer, MACH-1 is now, essentially, wearing a form-fitting fighter plane. He can fly at great speed, fire heat-seeking missiles, use sophisticated scanning technology and other such cool stuff. He's cutting-edge for the first time in his life, and he's amazed by it all. He's the one most affected by public acceptance, and he can't get over the fact that, Sally Field-like, people like him — they really like him. He doesn't want to give this up for a second.

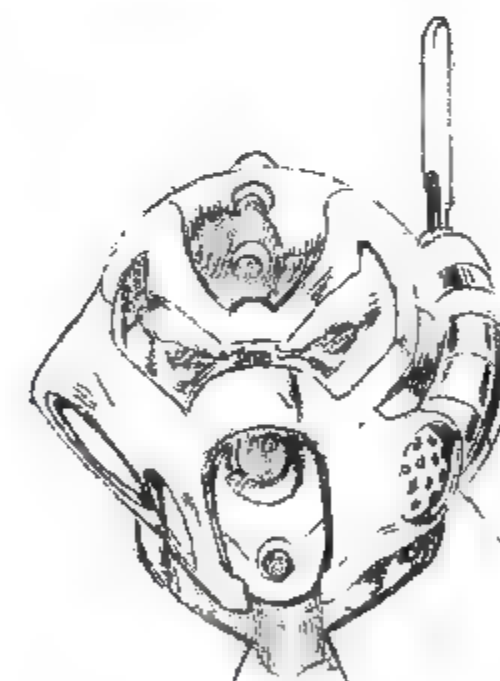
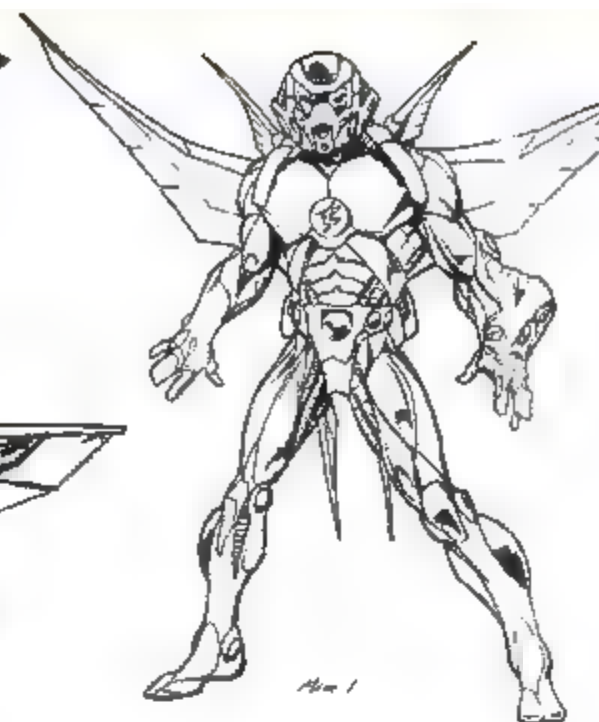


MACH 1

MARK BAGLEY'S
ORIGINAL PENCIL
DESIGN FOR THE
MACH-1 COSTUME



MACH-1
COSTUME
PROTOTYPE
SKETCH



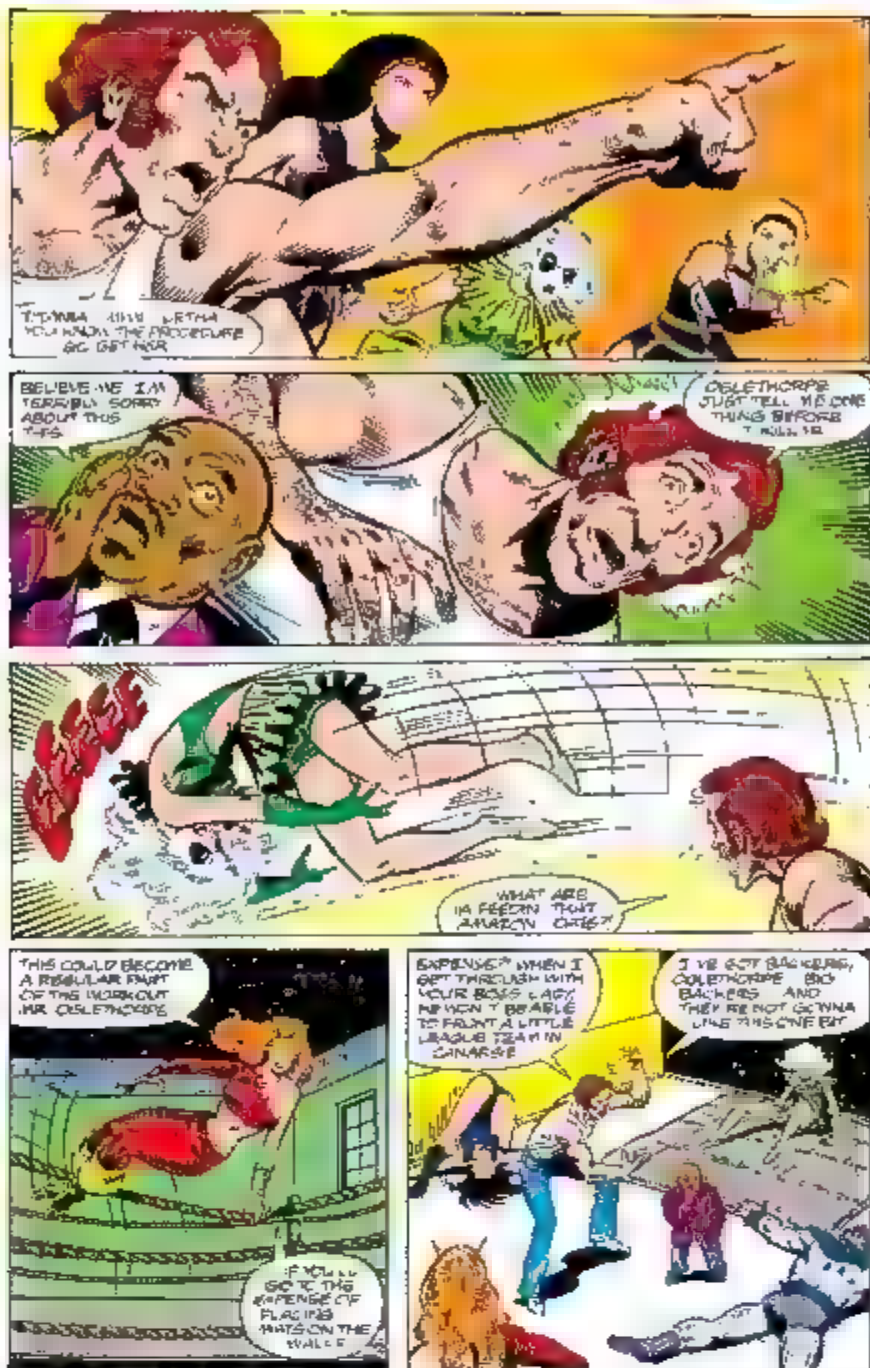
SONGBIRD

A.K.A. SCREAMING MIMI.



Her sonic powers have been modified by Zemo and the Fixer, using the technology of Klaw, an ex-Master of Evil. Now her superhuman vocal chords can levitate her, and form solid-sound shapes — prison bars, battering rams, rescue slides, you name it. Songbird is a fragile personality — she escaped an abusive home into the world of professional wrestling, where she constructed her “Screaming Mimi” persona as a cover. Now she’s got to abandon that cover, and she doesn’t know who to be. Tentative and nervous, she’ll have a romance with MACH-1, him enjoying the role of protector and her looking for guidance and support.

SONGBIRD



SONGBIRD'S FIRST APPEARANCE: ▲
MARVEL TWO-IN-ONE #54

MARK BAGLEY'S
ORIGINAL PENCIL
DESIGN FOR THE
SONGBIRD COSTUME



TECHNO

A.K.A. THE FIXER.

Long the disdained techno-geek of the super-villain crowd, The Fixer's new identity is a swashbuckler — a daring MacGyver with a mentally controlled backpack made of Kirbyesque components, which he can rearrange at will into blast cannons, pile drivers, smokescreen vents and far, far more. Unlike MACH-1, he's not wasting any time wondering at his good fortune — he's living it up. He wants all the adulation, all the fame, all the women he can get before the ride's over, and his newfound recklessness and bravado can sometimes go too far.





◀ MARK BAGLEY'S
EARLIER PENCIL
DESIGN FOR THE
TECHNO COSTUME



MARK BAGLEY'S ►
ORIGINAL PENCIL
DESIGN FOR THE
TECHNO COSTUME



ATLAS

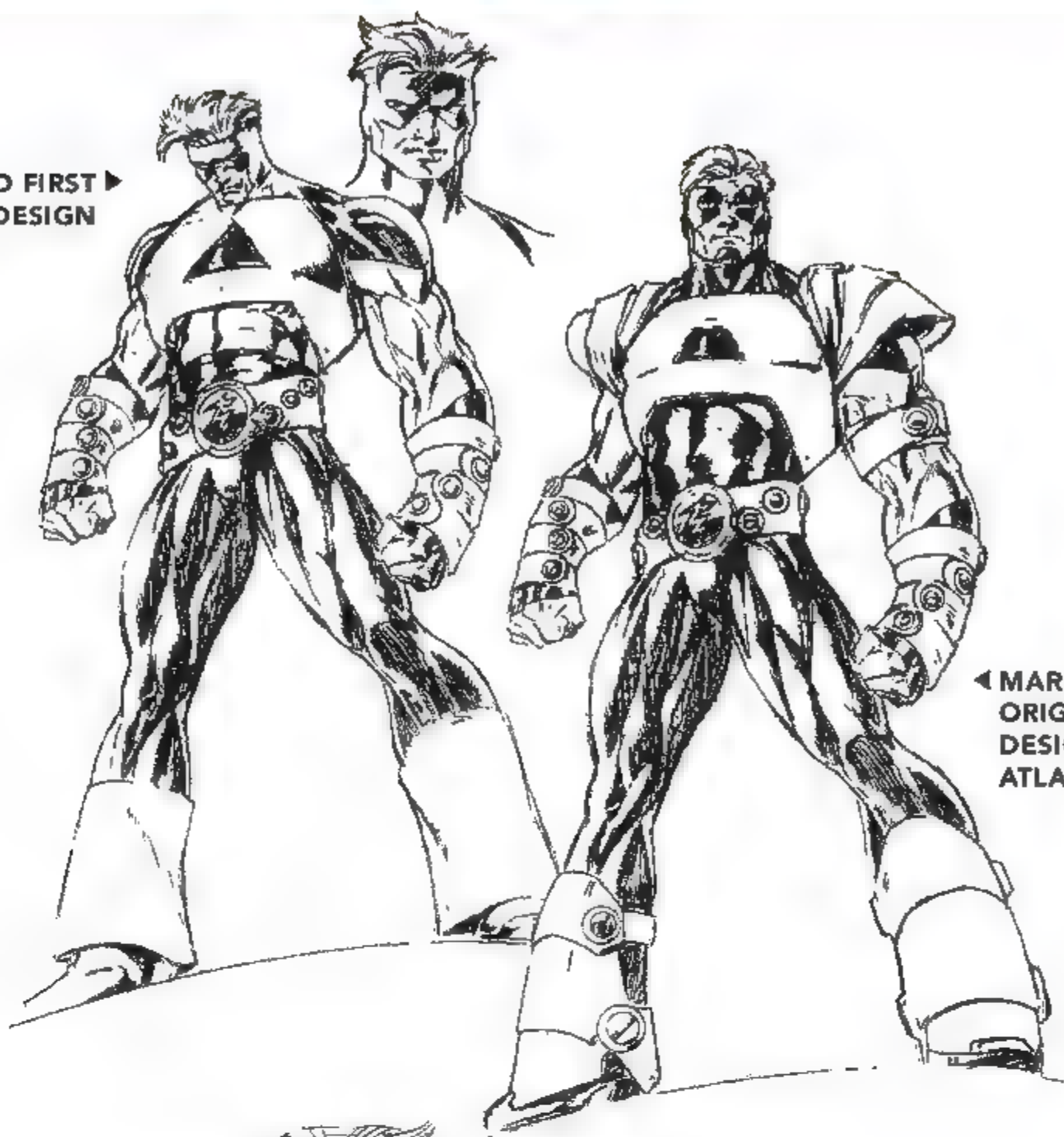
A.K.A. GOLIATH.

His power to grow to gigantic size hasn't changed, only his costume and codename. But his circumstances have altered completely. He's been running since he was a young man, as a mercenary and then as a super villain. Now, for the first time, people are counting on him, and even if it's a sham, he feels called upon to rise to the occasion. He'll turn out to be the most heroic of the original Thunderbolts, because all he needed was responsibility to bring out his inner strength.



ATLAS

UNUSED FIRST ►
COSTUME DESIGN



◀ MARK BAGLEY'S
ORIGINAL PENCIL
DESIGN FOR THE
ATLAS COSTUME



MARVEL
COMICS



#1

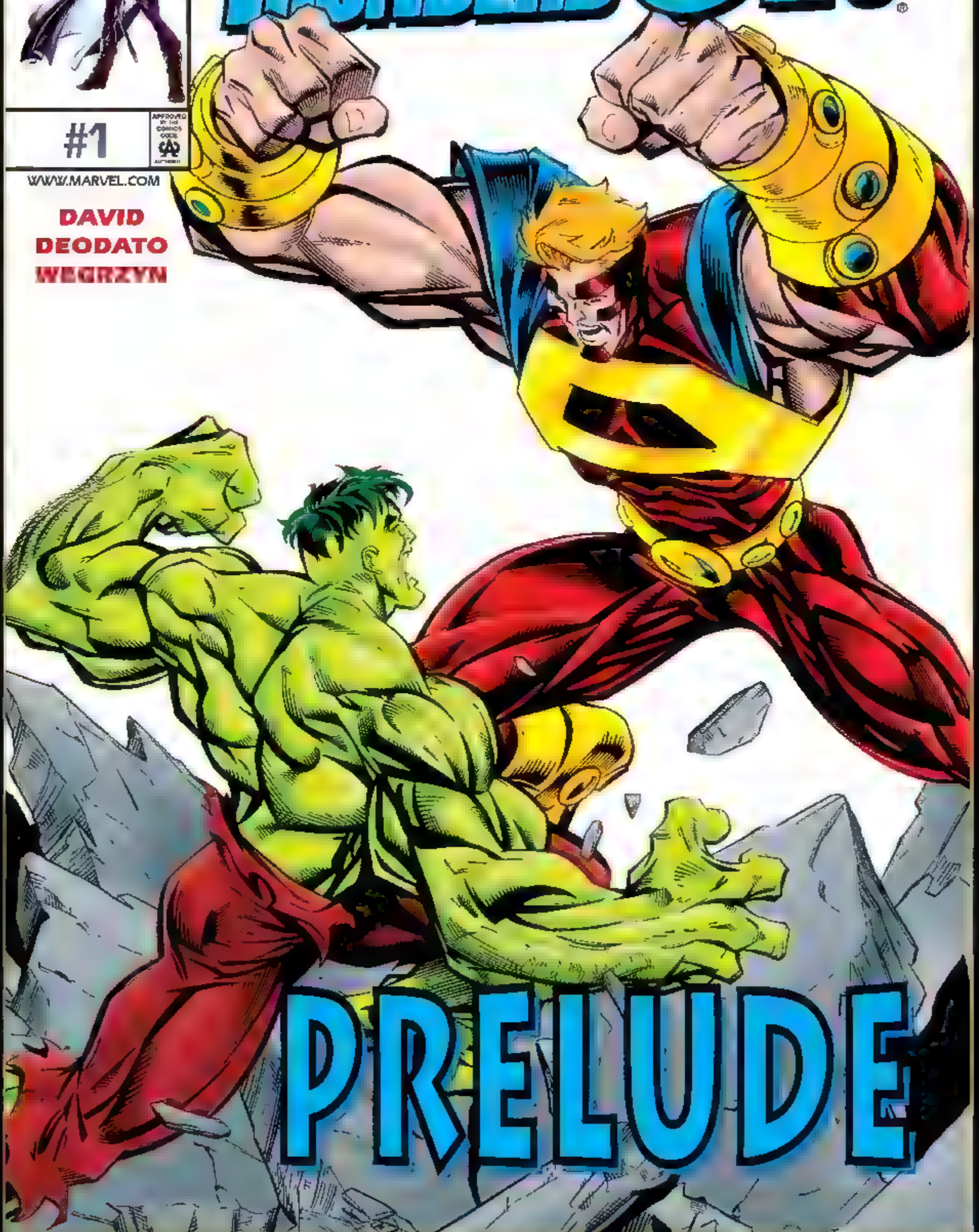
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JUSTICE LIKE LIGHTNING...

THUNDERBOLTS



PRELUDE

You! **BROUGHT BACK** **DARING COMICS**

And MADE

IT BETTER THAN EVER!

YOU AND THOUSANDS OF READERS

HAVE THRILLED TO IT!

YOU AND THOUSANDS OF READERS
HAVE ENJOYED EVERY SPINE
TINGLING STORY!

So WE PROUDLY ANNOUNCE THIS
BIG, EXCITING, NEW ISSUE!

GANG... I'M A
NEW MEMBER.
BUT MY FIGHT IS
AS OLD AS TIME!
THERE'S A MAD DOG
LOOSE ON THE
FACE OF THE EARTH-
AND IT'S UP TO US
TO SNARE HIM!

RIGHT!

WITH SUCH
NEW AND OLD
FAVORITES
AS

RUDY THE ROBOT

THE LI'L PROF.

THE BLUE DIAMOND

THE SILVER SCORPION

THE FIN

CAPTAIN DARING

THE THUNDERER

Plus

The NEWEST, MOST STARTLING
CHARACTER IN COMICS!

YOU'VE HEARD OF HIM!

YOU'VE ADMIRER HIM!

YOU'VE CHEERED HIM ON AND
WISHED HIM LUCK!

Now YOU CAN READ ABOUT THE FAMOUS...

CITIZEN **IN**

DARING COMICS

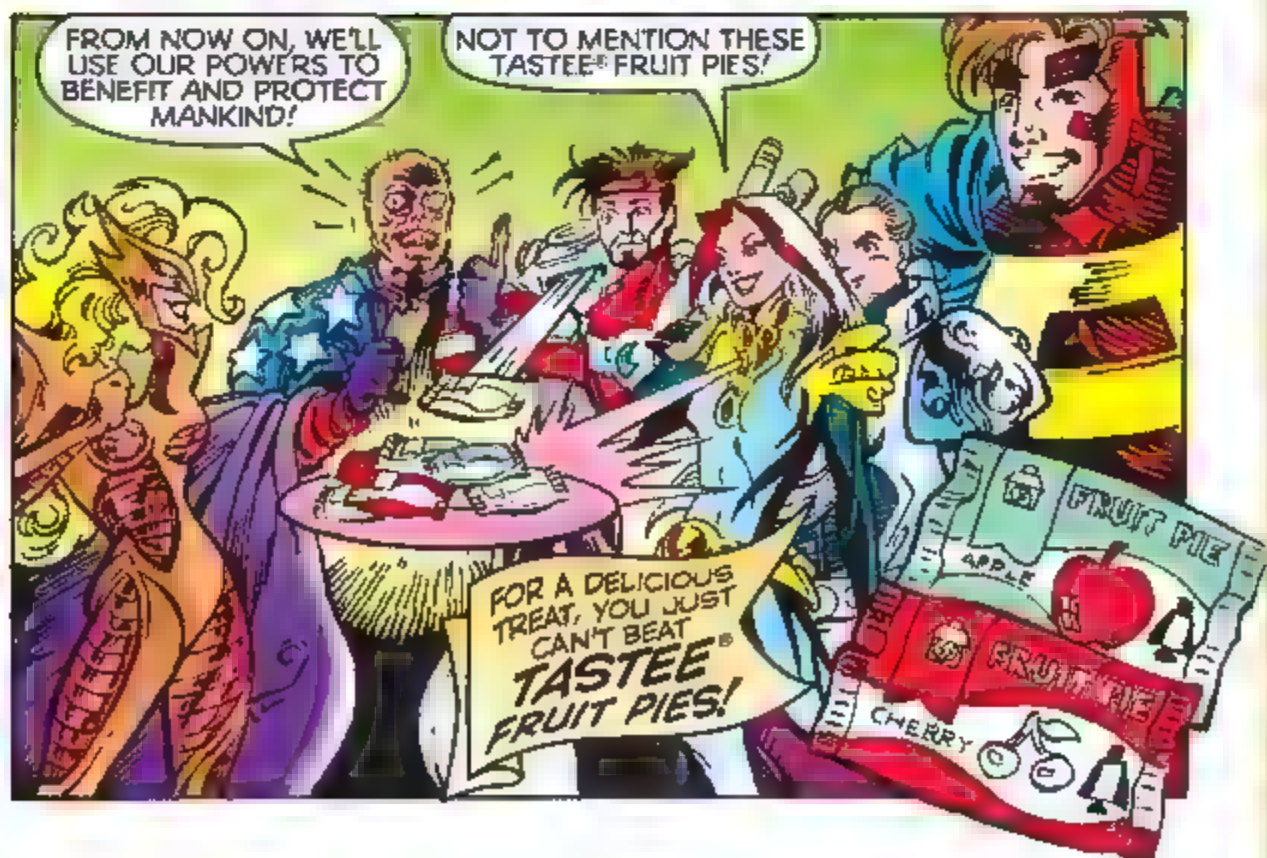
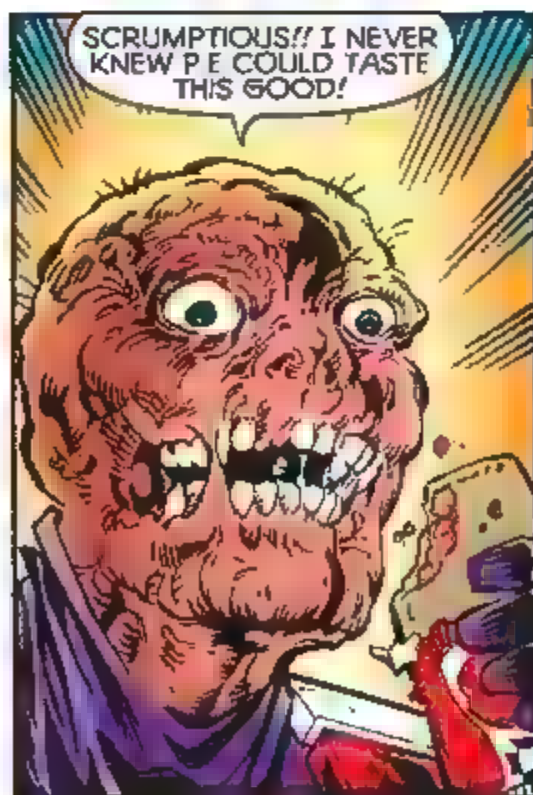
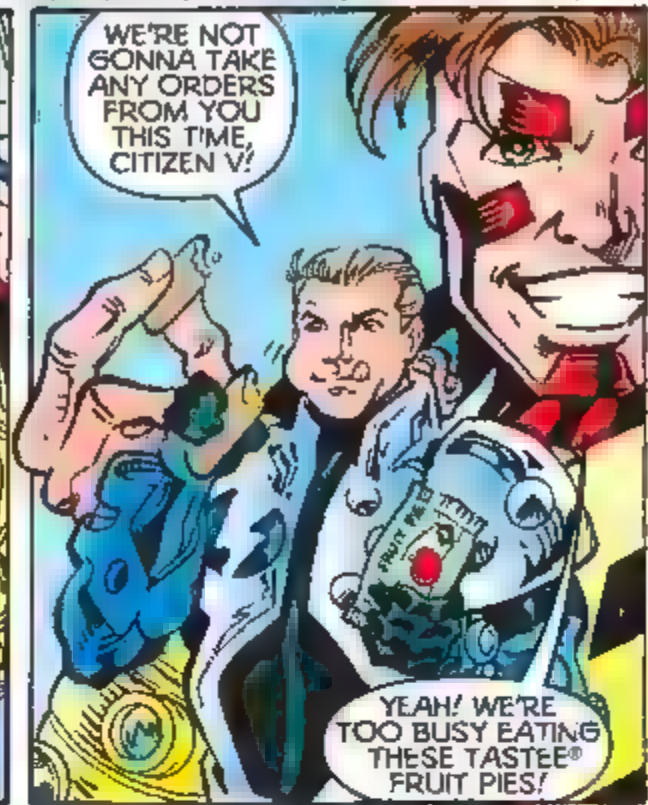
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THUNDERBOLTS

"TURNOVER TURNCOATS"

BY JIM AND MIKE SMITH, JAMES FRY & ARNE STARR



ON SALE FEBRUARY 19

THUNDERBOLTS NO.1

KURT BUSIEK/MARK BAGLEY/VINCE RUSSELL

•**THE CONCEPT:** Onslaught has left the Marvel Universe a world without heroes. The Avengers are gone. The Fantastic Four have disappeared. The world's hallowed champions are presumed dead never to return. The people of Earth now face the sobering fact that their planet lies unprotected. But wait—there's a ray of hope on the horizon! A new group of heroes have banded together to challenge evil—a new group with a very shocking secret!

•**THE CHARACTERS:** They're a squad of rookies new to the public—but are they new to the Marvel Universe? The enigmatic Citizen V! Songbird, mistress of sound! The magnificent Meteorite Techno, gadget genius! The giant-sized Atlas! MACH-1, human fighter plane! The media loves these new costumed crimefighters, but are their masks hiding more than just their faces?

"Readers will be treated to many surprises and twists along the way as they get to know the Thunderbolts. Some of them will undergo startling changes. Some of them will face very difficult career and life choices. And all of it will result in one of the most daring, mind-boggling and innovative team books ever attempted!" —Editor Tom Brevoort

•**THE TALENT:** THUNDERBOLTS unites two top creators well-known to fandom. Kurt Busiek, acclaimed writer of MARVELS, ASTRO CITY and UNTOLD TALES OF SPIDER-MAN, taps into his mastery of the past to rock modern continuity. Busiek is joined by series co-creator Mark Bagley, fresh off his run on AMAZING SPIDER-MAN and the inaugural Marvel Online Cyber Comic.

"Post-Onslaught, the Marvel Universe is a much darker place. The FF and the Avengers are gone, leaving behind mutants, monsters, vigilantes and the such. The populace is desperate for heroes that'll make them feel safe, heroes of the light instead of the shadows. Enter the Thunderbolts. Charismatic, telegenic and reassuring, the Thunderbolts are embraced by the public as celebrities and saviors. But there's a hook that'll make THUNDERBOLTS unlike any other book on the stands." —Kurt Busiek

•**THE DEBUT:** Prior to the first issue of the ongoing series, the team will jump into the spotlight in INCREDIBLE HULK #449 (on sale November 20th), followed by a starring role in December's MARVEL UNIVERSE one-shot. You can get your customers plugged in by pointing them towards these two titles.

•**THE FORMAT:** THUNDERBOLTS #1 is 48 pages (featuring 40 pages of story), and is priced at \$2.99. Subsequent issues will deliver the same thrills and spills in a monthly, 32-page, \$3.95 format.

•**THE SUPPORT:** Fandom will get the word through coverage in publications like WIZARD, OVERSTREET'S FAN, COMBO and CBG, a sneak peek in our 40-page titles, and industry ads.

•**THE BUZZ:** "With the writer behind ASTRO CITY and MARVELS at the controls, you know there'll be more to this team's stories than your basic sugfests." WIZARD

•**THE PREVIEW:** Please turn to page 10 of MEGA MARVEL for a look at Mark Bagley's initial take on the Thunderbolts.

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MARVEL COMICS AGAIN



Justice, like lightning...
THUNDERBOLTS

KURT BUSIEK/MARK BAGLEY/VINCE RUSSELL

FEBRUARY 26, 1997

FORTY-EIGHT PAGES



THUNDERBOLTS #1 RETAILER SOLICIT FROM MEGA MARVEL: FEBRUARY 1997

JUSTICE LIKE LIGHTNING. THUNDERBOLTS STRIKE!

BY GLENN GREENBERG

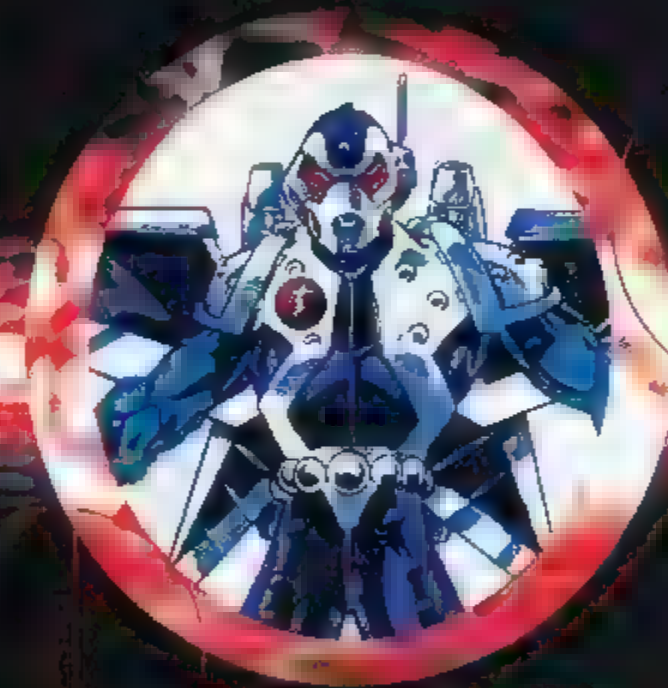
THE AVENGERS ARE GONE. THE FANTASTIC FOUR HAVE DISAPPEARED. THE GREATEST SUPER HEROES IN THE WORLD ARE NOW PRESUMED DEAD, NEVER TO RETURN, AND THE POPULACE OF THE EARTH MUST ACCEPT THE SOBERING FACT THAT THEIR PLANET AND THEIR VERY LIVES MAY WELL BE UNPROTECTED WHEN THE NEXT MAJOR THREAT APPEARS (AND IN THE MARVEL UNIVERSE, THERE'S ALWAYS A NEXT MAJOR THREAT!). BUT THERE IS A RAY OF HOPE ON THE HORIZON! A NEW GROUP OF SUPER-POWERED INDIVIDUALS HAVE Banded TOGETHER TO FILL THE VOID LEFT BY THE AVENGERS AND THE FF, AND THEY MEAN BUSINESS! THEY CALL THEMSELVES THE THUNDERBOLTS, AND THEIR BAPTISM OF FIRE HAS ALREADY BEGUN!

WRITTEN BY UNTOLD TALES OF SPIDER-MAN SCRIBE KURT BUSIEK, AND PENCILED BY MARK BAGLEY OF AMAZING SPIDER-MAN FAME, THUNDERBOLTS IS A NEW, ONGOING MONTHLY SERIES PREMIERING IN FEBRUARY, BUT THE TEAM ITSELF WILL HAVE ALREADY BEEN INTRODUCED IN THE PAGES OF THE INCREDIBLE HULK #449 AND TALES OF THE MARVEL UNIVERSE #1. QUITE AN AUSPICIOUS DEBUT, CONSIDERING THAT NOBODY EVEN HEARD OF THEM BEFORE!

TO GET THE SCOOP ON THE TEAM AND THE NEW SERIES, VISION WENT DIRECTLY TO THE SOURCE, KINDLY KURT HIMSELF! AS HE EXPLAINS IT, "IT WAS ALL SCOTT LOBDELL'S IDEA! EVERYTHING AT MARVEL IS SCOTT LOBDELL'S IDEA!"

BUT SERIOUSLY, KURT CONTINUES, REGAINING HIS MORE SERIOUS VENEER, "THE WAY THUNDERBOLTS CAME ABOUT WAS THAT SEVERAL YEARS AGO, ON A LONG CAR RIDE, I KEPT MY MIND OCCUPIED BY IMAGINING I'D BEEN GIVEN A COMIC BOOK SERIES TO WRITE THAT I HAD NEVER WRITTEN BEFORE. IN THIS CASE, IT WAS THE AVENGERS, AND I HAD A NUMBER OF IDEAS OF WHAT I'D DO WITH THEM. ONE INVOLVED THE SLOW REPLACEMENT OF THE ESTABLISHED, EXPERIENCED MEMBERS WITH NEW, UNTRIED HEROES."

METEORITE



MACH-1



OLD MEMBERS WOULD BE ROTATED OUT, AND NEW MEMBERS WOULD BE ROTATED IN. I WOULD EXPLORE WHAT EFFECT THIS WOULD HAVE ON THE TEAM AND ON THEIR WORLD. THESE NEW MEMBERS WOULD MAINTAIN THE SAME LEVEL OF PASSION, BUT NOT THE SAME LEVEL OF EXPERIENCE AND NOT THE SAME APPROACH."

THIS CONCEPT FOR THE AVENGERS REMAINED AT THE BACK OF KURT'S MIND, AND CAME TO THE FORE DURING THE SUMMER OF 1996, DURING WHICH MARVEL HELD A THREE-DAY CREATOR CONFERENCE (SEE LAST ISSUE—TIM), A THINK TANK CONSISTING OF THE COMPANY'S EDITORS AND TOP CREATIVE TALENTS, BROUGHT TOGETHER TO CONCEIVE AND DEVELOP NEW IDEAS AND NEW TAKES ON ESTABLISHED CHARACTERS FOR 1997. KURT WAS ONE OF THOSE CREATIVE TALENTS INVITED TO THE CONFERENCE, AND HE FOUND THAT HIS IDEA COULD BE UTILIZED IN THE NEW, POST-ONSLAUGHT MARVEL UNIVERSE, WHICH HAD JUST SEEN MOST OF ITS KEY HEROES SACRIFICE THEMSELVES TO DEFEAT THE SUPER-VILLAIN, ONSLAUGHT.

"I REALIZED THAT WITH A FEW MODIFICATIONS, MY CONCEPT WOULD WORK WELL IN THE CURRENT, POST-ONSLAUGHT MARVEL UNIVERSE," EXPLAINS KURT. "WHAT HAPPENED IN ONSLAUGHT WAS THAT THE AVENGERS AND THE FF; WHAT I CALL THE NICE, FRIENDLY, DAYTIME HEROES, AS OPPOSED TO THE

DARKER CHARACTERS LIKE THE X-MEN AND THE HULK, WERE SCOOPED OUT OF THE MARVEL UNIVERSE, LEAVING A VOID. THERE WERE NO HEROES IN THE SAME VEIN AS THE AVENGERS AND THE FF LEFT BEHIND, REALLY. HEROES THAT THE COMMON MAN WOULD TRUST, THAT THE GOVERNMENT WOULD TRUST. HEROES LIKE CAPTAIN AMERICA, FOR EXAMPLE. CAP MEANS SOMETHING TO THE COMMON MAN. THE COMMON MAN LOOKS UP TO CAP, TRUSTS CAP, AND CAP'S PRESUMED DEATH AFFECTS THE COMMON MAN IN A PROFOUND WAY. SOMEONE LIKE WOLVERINE DOESN'T MEAN ANYTHING TO THE AVERAGE MAN ON THE STREET, WHO MAY NOT EVEN KNOW WHO WOLVERINE IS! THE THUNDERBOLTS ARE REACTING TO THAT VOID LEFT BY THE DISAPPEARANCE OF CAP AND THE OTHER, 'ACCEPTED' HEROES. THEY WANT TO BE THOSE NICE, FRIENDLY, DAYTIME HEROES FROM NOW ON."

DURING THE CREATOR CONFERENCE, KURT SUGGESTED THE IDEA OF THE THUNDERBOLTS TO TOM BREVOORT, HIS EDITOR ON THE CRITICALLY-ACCLAIMED UNTOLD TALES SERIES. TOM RESPONDED FAVORABLY, AND BOTH THEN BROUGHT THE IDEA TO EDITOR IN CHIEF BOB HARRAS, WHO WAS IMMEDIATELY ENTHUSIASTIC.

CITIZEN V



ATLAS

BOB APPROVED IT ON THE SPOT, KURT REVEALS. "FASTEST SALE I EVER MADE!" AND MARK BAGLEY, HAVING JUST FINISHED UP A FOUR-YEAR RUN ON THE AMAZING SPIDER-MAN, WAS THE ARTIST THAT KURT AND TOM HAD IN MIND FROM THE VERY START. MARK, WHO WAS EXCITED BY BOTH THE CONCEPT AND THE OPPORTUNITY TO WORK WITH KURT, IMMEDIATELY SIGNED ON. THE TEAM WAS SET.

ONE MINOR SNAG POPPED UP, THOUGH: PETER DAVID WAS PLANNING TO INTRODUCE A TEAM VERY SIMILAR IN CONCEPT TO THE THUNDERBOLTS IN THE INCREDIBLE HULK. AND HE HAD THIS IN THE WORKS BEFORE KURT'S IDEA WAS APPROVED! WHAT TO DO, WHAT TO DO?

A PHONE CALL BETWEEN KURT AND PETER SOLVED EVERYTHING: PETER WOULD USE THE THUNDERBOLTS IN THE HULK; HE WOULD ACTUALLY GET TO INTRODUCE THE TEAM, AND THEN KURT AND MARK WOULD PICK THEM UP IN A STORY SET TO APPEAR IN THE NEW TALES OF THE MARVEL UNIVERSE QUARTERLY ANTHOLOGY. AFTER THAT, THE ONGOING SERIES, ALSO BY KURT AND MARK, WOULD BEGIN. ONCE THIS WAS SETTLED, WHAT FOLLOWED NEXT WAS A SEEMINGLY ENDLESS STRING OF PHONE CALLS BETWEEN TOM, KURT AND MARK, WITH STORY IDEAS AND CHARACTER SKETCHES COMING IN AT A FAST AND FURIOUS PACE. THE MEMBERS OF THE TEAM: THE ENIGMATIC CITIZEN V; THE LOVELY METEORITE, THE GIANT-SIZED ATLAS, THE YOUNG AND VIBRANT SONGBIRD, THE HUMAN

FIGHTER PLANE, MACH-1, AND THE TECHNICAL GENIUS TECHNO ALL TOOK SHAPE, BECOMING THREE-DIMENSIONAL CHARACTERS WITH EYE-CATCHING VISUALS. AND AS WORD GOT OUT ABOUT THE NEW TEAM AND THEIR NEW SERIES, INTEREST IN THEM REALLY SOARED.

EVERYBODY WANTS TO KNOW ABOUT THE THUNDERBOLTS, SAYS AN EXCITED TOM BREVOORT. "THERE'S AN INTEREST LEVEL AMONG THE FANS, AND EVEN AMONG PEOPLE AROUND THE OFFICE, THAT I FIND EXTREMELY GRATIFYING. I THINK IT BODES WELL FOR THE SERIES. READERS WILL BE TREATED TO MANY SURPRISES AND TWISTS ALONG THE WAY AS THEY GET TO KNOW THE THUNDERBOLTS, AS A TEAM AND AS INDIVIDUALS. SOME OF THE T-BOLTS MAY BE CHARACTERS THAT HAVE ALREADY BEEN SEEN BEFORE, UNDER DIFFERENT NAMES AND COSTUMES. SOME OF THEM WILL UNDERGO STARTLING CHANGES. SOME OF THEM WILL FACE VERY DIFFICULT CAREER AND LIFE CHOICES. AND ALL OF IT WILL RESULT IN ONE OF THE MOST DARING, MIND-BOGGLING AND INNOVATIVE TEAM BOOKS EVER ATTEMPTED!"

DOWN THE LINE, READERS CAN ALSO EXPECT TO SEE THE T-BOLTS APPEAR IN SENSATIONAL SPIDER-MAN, WITH

TECHNO

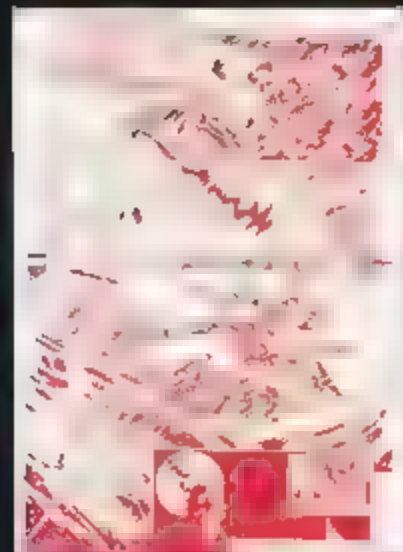
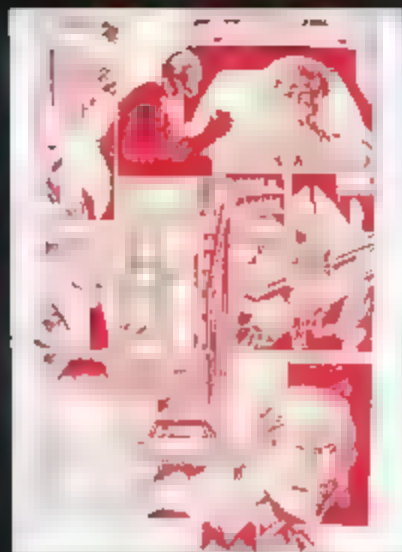


SONGBIRD



WRITER TODD DEZAGO EAGER AS ALL GET-OUT TO HAVE THEM MEET UP WITH THE WONDROUS WALL-CRAWLER. AND THERE'S ALREADY TALK OF A THUNDERBOLTS ANNUAL FOR 1997! THIS COULD VERY WELL BE THE BIGGEST THING TO HIT THE MARVEL UNIVERSE SINCE, WELL, THE AVENGERS AND THE FANTASTIC FOUR!

THE WORLD NEEDS HEROES AND THE THUNDERBOLTS ARE ON THE WAY TO ANSWER THE CALL!





LINE BOLTS FROM THE BLUE

THUNDERBOLTS

A few months ago, one of comics' best-kept secrets was explosively revealed in the shocking final scene of THUNDERBOLTS #1. Fans across the world witnessed the unmasking of New York's newest, most mysterious group of super-powered protectors: Citizen V, Atlas, Songbird, Meteorite, Techno, and Mach-1. They were astonished to find that this beloved new super-team that had risen to fill the void left by the Avengers and the Fantastic Four was actually made

up of disguised members of the notorious Masters of Evil! Now the citizens of Marvel Universe New York continue to pay accolades to their new champions, while a breathless landom awaits the full revelation of the T-Bolts' secret master plan — and what effect it will have on a trusting humanity in a world bereft of its greatest champions! The world doesn't yet know that it has clutched a viper to its breast — but now we do, leaving us all to wonder, "What's next?"

To answer that, we went straight to the men most in the know — Kurt Busiek, originator of the concept and writer of THUNDERBOLTS and his editor, Tom Brevoort. Asked about the genesis of this most off-beat team of "heroes," Tom said that it was a pretty simple story: "There was a writers conference last July starting on a Thursday. I talked to Kurt on that previous Monday, and Kurt pitched the idea to me very briefly over the phone: 'It's a project I want to do with Mark Bagley. A new group of heroes shows up out of the blue after the Avengers and the FF seemingly died in the wake of the Onslaught event. They become popular, they're embraced by the public, and earn the respect of the citizens. Then we find out they're the Masters of Evil.' I liked it. One night, hanging out at the hotel bar during the conference later that week, I pitched it to (editor in chief) Bob Harras — and lo and behold, he said, 'Sounds cool. Let's do it!' I wish they all were that easy a sell!"

With precious little time to set the stage for the series debut, Kurt and Tom nevertheless arranged for the T-Bolts to guest-star in an issue of INCREDIBLE HULK (By the way, who out there caught the clue in that story? The Hulk recognized the voice of Songbird, a.k.a. his old foe Moonstone!) and later to have a chapter in the blockbuster one-shot TALES OF THE MARVEL UNIVERSE. Both stories succeeded in tweaking readers' curiosity about these new costumed champions.

"One of the reasons we told people what the set-up was, who all these characters were, by the end of issue #1," Kurt Busiek reveals, "was so that the reader can watch as things unfold. The Thunderbolts still have to function as a super hero team, and the results of their actions will have an effect on them as people. Right now, their plans are villainous, their intents are evil, but who knows where things will lead? A lot can happen, especially when you're in the public spotlight and millions of people are cheering for you."

On the subject of the hints of romance among the team members and signs of some of these wolves in sheep's clothing beginning to enjoy their adulation as heroes, Kurt plays it close to the vest: "Well, obviously, we wouldn't be putting that stuff in if it wasn't leading somewhere. Romances between the characters, both on the team and off, are certainly a part of the book. As for enjoying the adulation and fame, these are a bunch of guys who, for the most part, have been in and out of jail, hanging around skeezy hideouts, not having a particularly great time of it. And when you stop and think about someone like Atlas — who started out as a



THUNDERBOLTS
TALKING POINT
TALKING POINT



mercenary, he's in it chiefly for the money. In the beginning for him, this was just more of a professional assignment than any personal drive. With the Beetle/Mach-1, he was sick of people dismissing him. He wanted to be somebody. Well, he is somebody now, isn't he? Is following through on Zemo's plan the most attractive option in the long run?" Kurt sums up the series' uniqueness from other team books as pivotal to its success. "Like the X-MEN or AVENGERS, the character interplay affects the ongoing series as a whole," he explains, "but it's also got a hidden agenda behind it. Most super-teams don't have an active plan. Their plan is 'There's trouble out there; we've got to stop it.' With the Thunderbolts, this is only their front. They are actively aiming themselves not to protect the status quo but to change it. Anything that changes the team dynamics will, of course, affect how that master plan plays out."

Probably the biggest change to the group's dynamics and the biggest monkey wrench in Citizen V's overall plan comes in issue #4, with the arrival of the team's newest member — a spunky, fledgling young super heroine named Jolt. But, as with most characters introduced in THUNDERBOLTS so far, she's not quite what you expect. Says Kurt, "There's a new player on the team, and this one is not a villain!" Tom Brevoort describes the all-new character as, "wide-eyed, idealistic, a natural leader. She's not a super-villain and does not know the true identities of her teammates. And this will prove to be a problem." Tom revealed that Jolt will definitely play an important role in the group dynamics. "Atlas will start to see her as a surrogate sister whereas Moonstone/Meteorite begins to see her as a potential ally to her own plans. Most importantly, the point is that all the members of the group now have to proceed more cautiously."

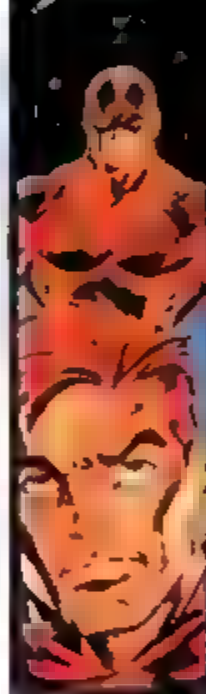
Kurt spoke with enthusiasm for his latest creation and her place in the storyline. "She does not know the big secret. So now rather than the Thunderbolts putting on their public faces for the outside and being safe as themselves on the inside they now have to keep their public faces on twenty-four hours a day. Jolt will basically be a catalyst for changing a lot of things."

So aren't some of the super-villains out there that the Thunderbolts encounter bound to recognize them at some point? "That's a good question," Kurt said. "Take Meteorite, for example. How different really is she from Moonstone? But by the same token, how different is she from someone like, say, Binary? Or another blond woman with energy powers? In comics, your best friend can put on a mask and you wouldn't recognize them. I would think the change in moves, costume and attitude is disguise enough. If it isn't, then all the heroes in the Marvel Universe have really stupid friends! Also, look at what they're doing. If you saw Atlas saving the day somewhere, your first thought would most likely be, 'Oh, there's some giant hero saving the day' and probably you wouldn't bother to look deeper. Seriously though, there are going to be things that come up that cause people to question whether things are as they seem on the surface. If you take a closer look, there are things to turn up. How many giants are there in the world, anyway? Where did this Atlas guy come from?"

Now that the T-Bolts have met Spider-Man (in SPIDER-MAN TEAM-UP #7), Kurt tells us that there are not a lot of guest stars in the immediate future — mainly because there are more than enough interesting characters in the pages of T-BOLTS that he still has yet to explore. However, the possible return of the Marvel flagship heroes from the pocket universe of "Heroes Reborn" poses interesting situations for Zemo's master scheme — and the series' direction. "By the end of issue #4, we've got seven main characters and we won't have seen any of them out of costume yet! So in issue #5, they take the day off. We'll see them out on the town, out of costume, and relaxing. This has been the first opportunity to do that. I do want to give myself some space." Kurt pointed out, "It's one thing to have a super hero guest appearance in DAREDEVIL, but it's pretty rare to see one in, say, AVENGERS, mainly because you're using every page you can manage to keep things going with all the individual Avengers. The Thunderbolts will have plenty of things to do which will eventually bring them into contact with other Marvel heroes, but not right away." And what happens when — and if — the Fantastic Four return and find the Thunderbolts hanging out at their headquarters? "That's something I'd obviously have to take up with the writer of the FF at some point. Who knows? The Thunderbolts could hang on to Four Freedoms Plaza. The Thunderbolts could move out of Four Freedoms Plaza. The Thunderbolts could decide they want to stay and the FF could take them to court. There could be fireworks between the teams. There are many options if the FF do indeed return to this universe. People keep asking me, 'Well, if the Avengers come back, won't the Thunderbolts' secret have to be exposed?' I respond, 'Why



GAM





would you think that?' The truth is, I do have a firm idea as to the direction the book will take after the secret is revealed and the master plan plays out. And it does tie in to the heroes returning. By issue #12, I believe we will see Zemo's master plan come to a head. What happens after that, I do have figured out, but to say more would give away the details of the plan, so I'd rather leave it at that!"

Kurt sums up the twists and turns still coming in the series succinctly. "At the end of issue #1, people didn't know what we were gonna do next. By the end of issue #12, they are going to feel the same way. And by the end of issue #15 or 16, they're gonna feel that way again!"

In addition to the adventure and intrigue served up in the monthly series in the coming months, fans of the T-Bolts will be able to learn even more about the characters in the THUNDERBOLTS: DISTANT RUMBLINGS one-shot special, and in the 1997 THUNDERBOLTS ANNUAL! Asked what possessed him to put together a special edition for June's "Flashbacks" event in addition to the regular monthly T-BOLTS issue, Tom Brevoort responded

with a chuckle. "Stupidity, mainly!" he revealed. "The idea of the special arose mainly because of a complication. We knew that June was Flashbacks month across the line, but we'd only had three months to establish the series and the characters, and didn't want to sacrifice any momentum early on by slotting in a story from the past in issue #4. By the same token, both Kurt and I thought the idea of flashing back to the early days of these characters was a cool idea, so we decided to do an extra Flashbacks one-shot. The artwork is by Steve Epting and Bob Wiacek, and it's just beautiful!" On the story front, Kurt elaborated, "This takes place three years before the FF went on their fateful space flight. Helmut Zemo is an adult, but his father is the one in the mask. Atlas is working for the elder Zemo as a mercenary. The Beetle is working as a mechanic in an aircraft factory. The Fixer is actually already a costumed villain. Remember, when we first saw him in that silver age SHIELD story, he was breaking out of jail, and already had a reputation! Moonstone is a young psychiatrist. What this story does, rather than

reveal how they all came together, is give you a snapshot of how they were before. For example, the Beetle's motivation for becoming a super-villain has never really been explored. It really hasn't come up since his first appearance in STRANGE TALES. Someone who goes back and reads that story will understand why he became a villain, but I don't believe that story has ever been reprinted, and it's pretty darn expensive now! So it may be high time for a reminder!"

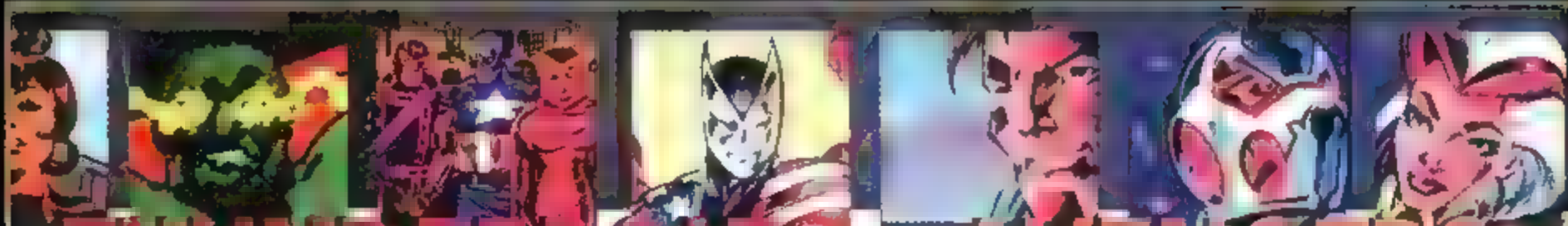
The annual, on the other hand, does indeed tell the tale that we've all been curious about. Tom told us, "It's the full origin of the group. The annual shows everyone in detail how the characters in the group got from the last place we saw them to THUNDERBOLTS #1. This is the story that fills in those blanks." Tom informed us that the Annual is one of those great old-fashioned "jam" issues, boasting a whole roster of talented artists. Some of the people we'll see showcased in the annual are series artist Mark Bagley (who draws the framing sequence), George Perez, Tom Grummett, Ron Randall, Bob McLeod, Gene Colan, Chris Marrinan, and Danick Robertson.

So what specific challenges await our "heroes" in the pages of the monthly THUNDERBOLTS title? Issue #3 brought us the all-new Masters of Evil, and issue #4 presented the return of Arnim Zola, the Bio-Fanatic. What are Busiek and Bags going to do for an encore? "In issue #5, the Thunderbolts deal with the gigantic threat of the Growing Man!" Kurt told us elatedly. Kang (his creator) is not behind this one, but we know that he's left his Growing Man androids in various locations throughout time, and this is one that gets discovered by someone else. Issues #6-8 will be a

trilogy featuring a group of villains that few readers probably remember the Elements of Doom! They're humanoid creatures made up of various elements, and there's 105 of them! Iron, Sulfur, Antimony, Arsenic, Radium... I could go on and on. We might not see all 105, but we'll see a lot of 'em. Then we build toward issue #12 with the culmination of Zemo's plan, and then issue #13-14 will probably be a story featuring outer space and extra-dimensional characters. Then it may be time for a rematch with the Wrecking Crew from issue #1. I always thought the Wrecking Crew were great. They're big, they're dumb, they're strong. They break things. What else do you need to know?"

—Mark Bernardo (wants to dress like Citizen V and not scare the world)





THUNDERBOLTS • AVENGERS •



By Bryan Cairns

Something is amiss here.

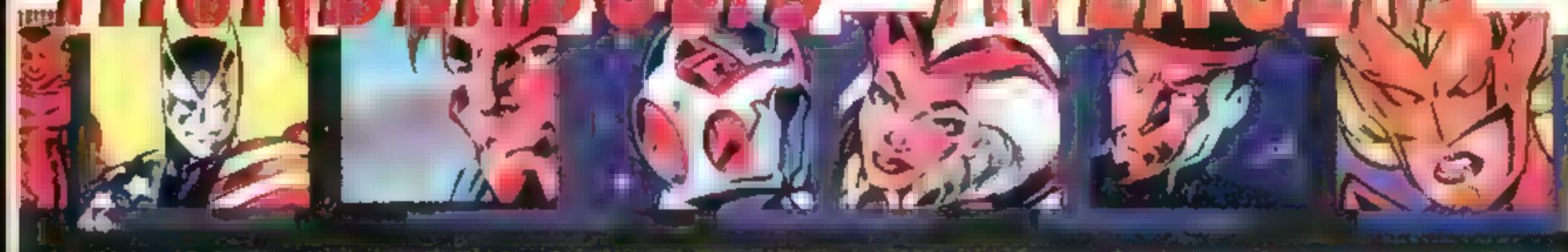
Ever since the mysterious Thunderbolts exploded onto the scene, these villains masquerading as heroes have had one simple agenda: to conquer the world. The former Avenger Black Widow was the first to uncover their dark, dirty secret, but even with their identities recently blown, it no longer matters. The Thunderbolts have been hiding out on a satellite orbiting the Earth where no one has been able to find them. This January, in the double-sized THUNDERBOLTS #12, Baron Zemo finally puts his nefarious master plan into warp drive and is succeeding when the unexpected occurs. Some of the T-Bolts have a change of heart and rebel. To add to the pandemonium, Earth's Mightiest Heroes and Marvel's First Family crash the party after Jolt disables the satellite's cloaking device. With a slew of heroes just itching for some action, things couldn't look worse for our new-found protectors. So why is Zemo smiling behind that mask?

"The setup at the beginning of issue #12 is it's the T-Bolts vs. the Fantastic Four and the Avengers, but you're not rooting for the side you thought you'd be rooting for," reveals the book's crafty writer, Kurt Busiek.

It turns out the heroes are literally not in control of themselves. In SPIDER-MAN TEAM-UP #7, the Thunderbolts' minds were taken over by a device. Now that it is in the clutches of Zemo, he intends on making mind puppets out of various army and world leaders. By the time the Fantastic Four and the Avengers burst into the satellite, he has taken them over too. While Zemo doesn't quite accomplish his ultimate goal, Busiek and Editor Tom Brevoort are giving the silent treatment about further details of the story or its ending. And maybe fans wouldn't have it any other way.

"I'm really reluctant to say too much because I think one of the strong points of the series up until now is that people haven't been able to predict what we're going to do next," says Brevoort. "The

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fact that they don't know where any of this stuff is going and the fact that we continue to have them turn the pages and surprise them is a big part of what makes this series a go."

The outcome of this extravaganza is a major turning point that spins the book into unexplored territory and a new direction. The public knows the truth about the T-Bolts, and the super heroes would love to run into any of them and kick their keisters back into prison. Some of the Thunderbolts have parted ways, so with an uncertain future ahead, could a return to their old and wicked ways be their sole option?

"The position the Thunderbolts are in is people know who they are, they know they are super-villains, but these guys have had a taste of being heroes or being treated like them. And so it's not as if they can flip a switch and go back to being villains," says Busiek. "For a year, the Beetle has gotten everything he's ever wanted in life. Can he go back to screwing it up and being a loser?"

Similarly, many of his teammates come to the same conclusion about their past lives. But despite their career changes and good intentions, the T-Bolts' revelation is about to throw them into a whirlpool of problems. In DEADPOOL, the Great Lakes Avengers declared themselves the Lightning Rods, the West Coast branch of the Thunderbolts. That gesture just became tainted. More than a little miffed at the deception, the Lightning Rods will be taking a crack at these deceivers. Hercules is also going to pay the team a friendly visit to settle the score with Atlas. Seems he's still a bit ticked at the time the Masters of Evil including Atlas, then known as Goliath, attacked Avengers' Mansion, hospitalized Hercules and gave him brain damage. Well, now the demi-god wants to repay the favor, in spades.

"Issues #13 and onward are the aftermath," reveals Brevoort. "The T-Bolts are dealing with the fallout; they're on the run, hunted and hounded; they're now on the outside." Gee, maybe now isn't the best of times to inform them the dimension Zemo plucked Atlas from will be playing a big role in the next story arc either.

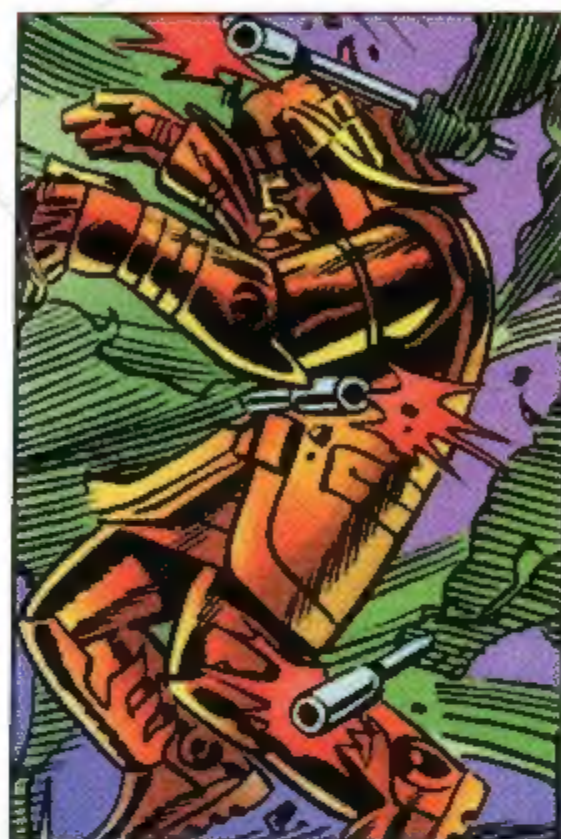
The T-Bolts will also encounter the secret agency S.H.I.E.L.D., tussle with Graviton, one of the Avengers' heavy-hitter foes, and deal with the ramifications of the signal the Growing Man sent in issue #5, and a rematch with the new Masters of Evil is scheduled. And don't forget an embittered and vengeful Zemo is lurking about as are the rest of their former colleagues in the super-villain



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community. How will they respond to all this? As an extra bonus, there's a create-a-villain contest in WIZARD's upcoming Dark Book edition. Next year, the winner's creation will also appear to plague the team.

With the imposter aspect out in the open, Busiek says they are now freer to explore the members' backgrounds. Brevoort adds there's stuff planned for everyone: "Most of the balls in the air now will continue to be in the air with new ones being added."

Atlas's history will be spotlighted along with his feelings towards Dallas Riordan. Techno will react to having an organic body and what to do with it. Mach-1 and Songbird's romance will play out in the future.

"We'll also be seeing some interesting personality switches going on with Songbird as events change around her," hinted Brevoort. "And I think she even gets to do wrestling moves in issue #14, so that's something to look forward to."

Yet with Zemo on a hiatus from his traitorous teammates, there is a void that needs to be filled. Who will take charge of this crew and bark the orders?

"The natural leader of the team would seem to be Meteorite, but she demonstrated in issue #7 she's not cut out for it," explains Busiek. "Jolt would seem like a good leader, but she's fairly inexperienced. She's got the heart and the drive but not the skill. Meteorite has the skill but not the heart. The Beetle was not a very good leader of the Sinister Syndicate. Atlas isn't a good leader. Songbird and Techno are not leaders. Zemo has reasons to be mad at them. The question of who will be leading the T-Bolts is a question that will be coming up in the next year."

Even with a new lease on life and one of comics' greatest secrets out in the open, it doesn't appear things are about to get any easier for the T-Bolts. Heroes or villains? Even they aren't quite sure. One thing's for certain, though. Not even a prophetess or the mutant Destiny could see what's in store for them.

"We have more twists and turns and surprises coming, so people who are expecting that after issue #12 the book is gonna settle down and go off in some predictable direction will hopefully be as surprised as they've been all along," says Busiek.



NEW SUPER-TEAM UNVEILED

ASSOCIATED PRESS

ARIZONA—The recently reduced super-hero population was suddenly and dramatically increased once more yesterday with the arrival of a new team of heroes, calling themselves the Thunderbolts. Comprised of six men and women, the Thunderbolts may very well be the biggest thing since the arrival of the Fantastic Four.

Strangely, none of these heroes have ever been seen before, inevitably creating an air of public unease. The team, comprised of Citizen V, Meteorite, Atlas, Techno, Songbird, and Mach 1, have no official or unofficial record, criminal or otherwise. "I respect and admire anyone who is willing to risk his or her life to help others," said bystander Jen Greenberg, "but there's something very disturbing to me about a bunch of super-folk we've never heard of just popping up out of nowhere and declaring they're going to help us."

Citizen V, the apparent leader of the team, promised, "We will do anything and everything to prove to the world that we are here to help. We cannot ever hope to fully live up to the wonderful legacy of the Avengers and Fantastic Four, but that doesn't mean we can't try our very best."



CONTINUED IN INCREDIBLE HULK #449

Weather

Variable cloudiness and much warmer, highs near 75. Tonight mostly cloudy, with chance of rain, low's near 62.

DAILY BUGLE

IN THIS ISSUE
Rouge speaks out on Juggernaut and why he could use a makeover.



April 10, 1996

New York's Finest Daily Newspaper

Fifty Cents

NEW HEROES TO THE RESCUE

Paula Tulone -Daily Bugle

Thunderbolts arrived in spectacular fashion

Panic and terror broke out today in a ceremony honoring the fallen heroes of last year's Onslaught incident. The villainous super-mutant, who had set up base in Central Park, found himself in battle with many of New York's and the world's greatest heroes after he had unleashed an army of Sentinels to impose martial law upon the city. In the final battle, many heroes once thought invincible were defeated, including the Fantastic Four, the Avengers, and the legendary Captain America.

Yesterday, citizens of New York had gathered to honor the lost heroes when the insanely brilliant criminal known as the Mad Thinker disrupted the ceremony. Infamous for his battles with the Fantastic Four, the Mad Thinker had, in the past, proven himself an impossible foe to keep imprisoned. He once again surprised authorities by appearing on the scene and kidnapping Franklin Richards, the child of the Fantastic Four's Reed and Sue Richards.



Still Photo By Chuck Giambardi

But help came from an unexpected source when the mysterious new super hero team called the Thunderbolts arrived in spectacular fashion, subduing the Mad Thinker and rescuing the child, to the elation of onlookers. "They were incredible!" gushed Tom Breitport. "For a moment, I almost thought the Avengers had returned!" Fellow spectator Glenda Blueberger was equally enthused. "There were tears in my eyes. For the first time in what seems like a long time, I feel safe again. The city can safely sleep with the Thunderbolts on patrol!"

Little is known about this super-team, other than that they only recently appeared, and that they profess to be a force for good. Thus far, their actions have deemed them heroes, but in a world where power is regularly abused and mistrust is at an all-time high, the jury still seems to be out on the Thunderbolts.

Continued in THUNDERBOLTS #2

THE GREATEST TRICK EVER PULLED!



With the Avengers and Fantastic Four believed dead, a new team of heroes rises to take their place! But the Thunderbolts hide a sinister secret: They're villains in disguise! What are Baron Zemo and his Masters of Evil really up to? What happens when some members begin to doubt their plan? And when the enthusiastic Jolt joins their ranks, how long can their secret stay hidden? The T-Bolts battle the Hulk, deal with a suspicious Black Widow, and tackle foes including the Mad Thinker and the Elements of Doom. But when the Avengers and FF return, the full scale of Zemo's plot is revealed!

THUNDERBOLTS #1-12 & ANNUAL '97, THUNDERBOLTS: DISTANT RUMBLINGS #1, INCREDIBLE HULK #449, SPIDER-MAN TEAM-UP #7, HEROES FOR HIRE #7 AND MATERIAL FROM TALES OF THE MARVEL UNIVERSE #1

The Epic Collections feature the best characters and stories from Marvel's vast history. Volumes are not published in chronological order — so start your collection today with this edition!

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